

EXHIBIT ONE

U S B C - Southern District of New York
Case No. 05-17930
September 14, 2005 Voluntary Petition

(Official Form 1) (12/03)

FORM B1 United States Bankruptcy Court Southern District of New York		Voluntary Petition															
Name of Debtor (if individual, enter Last, First, Middle): Northwest Airlines Corporation		Name of Joint Debtor (Spouse) (Last, First, Middle):															
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):															
Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No. (if more than one, state all): 41-1905580		Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No. (if more than one, state all):															
Street Address of Debtor (No. & Street, City, State & Zip Code): 2700 Lone Oak Parkway Eagan, MN 55121		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):															
County of Residence or of the Principal Place of Business: Dakota County, MN		County of Residence or of the Principal Place of Business:															
Mailing Address of Debtor (if different from street address): 5101 Northwest Drive St. Paul, MN 55111-3034		Mailing Address of Joint Debtor (if different from street address):															
Location of Principal Assets of Business Debtor (if different from street address above): The Debtor, together with its affiliated Debtors, operates the 4th largest airline company in the world. The Debtors collectively have assets located throughout the United States and various other countries.																	
Information Regarding the Debtor (Check the Applicable Boxes)																	
Venue (check any applicable box) <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																	
Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input type="checkbox"/> Railroad <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/> Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Other <input type="checkbox"/> Clearing Bank		Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 – Case ancillary to foreign proceeding															
Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business		Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.															
Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e)(Optional)																	
Statistical/Administrative Information (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY															
Estimated Number of Creditors (Consolidated numbers including all affiliates) <table style="width: 100%; border: none;"> <tr> <td style="text-align: center;">1-15</td> <td style="text-align: center;">16-49</td> <td style="text-align: center;">50-99</td> <td style="text-align: center;">100-199</td> <td style="text-align: center;">200-999</td> <td style="text-align: center;">1000-over</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> </tr> </table>			1-15	16-49	50-99	100-199	200-999	1000-over	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>			
1-15	16-49		50-99	100-199	200-999	1000-over											
<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>											
Estimated Assets (Consolidated numbers including all affiliates) <table style="width: 100%; border: none;"> <tr> <td style="text-align: center;">\$0 to \$50,000</td> <td style="text-align: center;">\$50,001 to \$100,000</td> <td style="text-align: center;">\$100,001 to \$500,000</td> <td style="text-align: center;">\$500,001 to \$1 million</td> <td style="text-align: center;">\$1,000,001 to \$10 million</td> <td style="text-align: center;">\$10,000,001 to \$50 million</td> <td style="text-align: center;">\$50,000,001 to \$100 million</td> <td style="text-align: center;">More than \$100 million</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> </tr> </table>		\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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(Official Form 1) (12/03)

FORM B1, Page 2

Voluntary Petition (This page must be completed and filed in every case)		Name of Debtor(s): Northwest Airlines Corporation	
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)			
Location Where Filed: Not Applicable		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Attached Schedule 1		Case Number:	Date Filed:
District:		Relationship:	Judge:

Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)</p> <p><input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p> <hr/> <p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, and have explained the relief available under each such chapter.</p> <p>X _____ Signature of Attorney for Debtor(s) Date</p> <hr/> <p style="text-align: center;">Exhibit C</p> <p>Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No</p>

<p style="text-align: center;">Signature of Attorney</p> <p>X <u>/s/ Bruce R. Zirinsky</u> Signature of Attorney for Debtor(s) <u>Bruce R. Zirinsky</u> Printed Name of Attorney for Debtor(s) <u>Cadwalader, Wickersham & Taft LLP</u> Firm Name <u>One World Financial Center</u> Address <u>New York, New York 10281</u> <u>(212) 504-6000</u> Telephone Number <u>September 14, 2005</u> Date</p>	<p style="text-align: center;">Signature or Non-Attorney Petition Preparer</p> <p>I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.</p> <p>_____ Printed Name of Bankruptcy Petition Preparer</p> <p>_____ Social Security Number (Required by 11 U.S.C. § 110(c).)</p> <p>_____ Address</p> <p>_____ Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p>X _____ Signature of Bankruptcy Petition Preparer</p> <p>_____ Date</p> <p>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</p>
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<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Barry P. Simon</u> Signature of Authorized Individual <u>Barry P. Simon</u> Printed Name of Authorized Individual <u>Executive Vice President and General Counsel</u> Title of Authorized Individual <u>September 14, 2005</u> Date</p>	
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SCHEDULE 1

Including the debtor in this chapter 11 case, the following affiliated debtors simultaneously have filed voluntary chapter 11 petitions in this Court. Contemporaneously with the filing of these petitions, such entities filed a motion requesting that their chapter 11 cases be consolidated for procedural purposes only and jointly administered.

NWA Fuel Services Corporation
Northwest Airlines Corporation
Northwest Airlines Holdings Corporation
NWA Inc.
Northwest Airlines, Inc.
Northwest Aerospace Training Corp.
MLT Inc.
Northwest Airlines Cargo, Inc.
NWA Retail Sales Inc.
Montana Enterprises, Inc.
NW Red Baron LLC
Aircraft Foreign Sales, Inc.
NWA Worldclub, Inc.

EXHIBIT TWO

U S B C - Southern District of New York

Case No. 05-17930

May 19, 2005 Order Fixing Bar Date for Filing Proofs

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	X	Chapter 11
In re:	:	
	:	Case No. 05-17930 (ALG)
	:	
NORTHWEST AIRLINES CORPORATION,	:	Jointly Administered
NWA FUEL SERVICES CORPORATION,	:	
NORTHWEST AIRLINES HOLDINGS CORPORATION,	:	
NWA INC.,	:	
NORTHWEST AEROSPACE TRAINING CORP.,	:	
NORTHWEST AIRLINES, INC.,	:	
NWA AIRCRAFT FINANCE, INC.,	:	
MLT INC.,	:	
COMPASS AIRLINES, INC. F/K/A NORTHWEST AIRLINES	:	
CARGO, INC.,	:	
NWA RETAIL SALES INC.,	:	
MONTANA ENTERPRISES, INC.,	:	
NW RED BARON LLC, AND	:	
NWA WORLDCLUB, INC.,	:	
Debtors.	:	

**ORDER FIXING BAR DATE FOR FILING PROOFS OF CLAIM,
APPROVING PROPOSED PROOF OF CLAIM FORM,
APPROVING PROPOSED BAR DATE NOTICE AND APPROVING
PROPOSED NOTICE AND PUBLICATION PROCEDURES**

Upon consideration of the motion for entry of an order authorizing Northwest Airlines Corporation ("NWA Corp."), and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), for an order pursuant to Rules 2002(a)(7), 3002(c)(1), 3003(c)(3) and 5005(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), fixing a bar date for filing proofs of claim, approving the proposed proof of claim form, approving the proposed bar date notice, and approving the proposed notice and publication procedures, all as more fully set forth in the motion (the "Bar Date Motion"); and it appearing that the Court has jurisdiction over this matter, and it appearing that (i)

establishment of a date by which creditors must assert claims against the Debtors or be forever barred from voting on any chapter 11 plan or participating in any distributions from the Debtors' estates in accordance with the authority granted to this Court by title 11 of the United States Code (as amended from time to time, the "Bankruptcy Code") and the Bankruptcy Rules, is necessary for the prompt and efficient administration of these chapter 11 cases and to protect the interests of the Debtors, their creditors and other parties in interest herein, and (ii) notification of the relief granted by this Order in the manner proposed by the Debtors, as set forth herein, is fair and reasonable and will provide good, sufficient and proper notice to all creditors of their rights and obligations in connection with claims they may have against the Debtors in these chapter 11 cases; and it appearing that due notice of the Bar Date Motion having been provided to the parties entitled to notice of the Bar Date Motion pursuant to that certain Order Establishing Notice Procedures, dated September 15, 2005; and it appearing that no other or further notice need be provided; and upon all matters heretofore before the Court; and upon the Motion, the papers filed in support thereof, and the responses thereto; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and all parties in interest; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that pursuant to Bankruptcy Rule 3003(c)(3), and except as otherwise provided herein, each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust and governmental unit) that asserts a claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors that arose on or prior to September 14, 2005 (the "Petition Date"), shall file an original, written proof of such claim which substantially conforms to Exhibit A attached to the Motion (the "Proof of Claim"), which form is hereby approved, or Official Form No. 10, so as to be received on or before **August 16, 2006 at 5:00 p.m.** prevailing Eastern Time (the "Bar Date") at the appropriate destination either

by mailing such original proof of claim to: United States Bankruptcy Court, Southern District of New York, Attn: Northwest Airlines Claims Processing, Bowling Green Station, P.O. Box 5005, New York, New York 10274-5005, or delivered by messenger or overnight courier to: Office of the Clerk for the United States Bankruptcy Court, Southern District of New York, Re: Northwest Airlines Claims Processing, One Bowling Green, New York, New York 10004-1408 (together, the "Northwest Claims Docketing Center"); and it is further

ORDERED that proofs of claim will be deemed timely filed only if **actually received** by the Northwest Claims Docketing Center on or before the Bar Date; and it is further

ORDERED that the Northwest Claims Docketing Center shall **not** accept proofs of claim sent by facsimile or telecopy; and it is further

ORDERED that the following persons or entities are **not** required to file a proof of claim on or before the Bar Date:

- i. any person or entity that has already properly filed, with the Clerk of the United States Bankruptcy Court for the Southern District of New York, a proof of claim against the Debtors utilizing a claim form which substantially conforms to the Proof of Claim or Official Form No. 10;
- ii. any person or entity (i) whose claim is listed on the Schedules, (ii) whose claim is not described as "disputed," "contingent," or "unliquidated," ~~and~~ (iii) who does not dispute the amount, ~~or~~ nature **and priority** of the claim for such person or entity as set forth in the Schedules **and (iv) who does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;**
- iii. any person or entity whose claim has already been paid by the Debtors;
- iv. any current director, officer or employee of the Debtors, to the extent that such person's claim against the Debtors is for indemnification, contribution, subrogation or reimbursement;
- v. any Debtor in these cases having a claim against another Debtor;

- vi. any direct or indirect non-debtor subsidiary of a Debtor having a claim against a Debtor;
- vii. any professionals whose retentions in these chapter 11 cases have been approved by the Court;
- viii. any person or entity that holds a claim that has been allowed by an order of this Court entered on or before the Bar Date; and it is further; and
- ix. any present or former employee of one of the Debtors whose employment is subject to the terms of a collective bargaining agreement (and, with respect to benefit claims, any spouse or beneficiary thereof) and labor unions representing such employees solely with respect to any Claim based on the payment of wages, salaries, and benefits ~~authorized to be~~ **that were** paid by order of the Court under the first day wage and benefit order approved by the Court on September 15, 2005, unless the Debtors have provided written notice to an employee and their relevant union that it does not intend to ~~exercise authority to~~ pay such Claim, in which case the employee shall have until the later of (i) the Bar Date or (ii) 30 days from the date of written notice, to file a Proof of Claim. Nothing in this provision shall limit or preclude the Debtors from contesting an employee's claim to wages or benefits under the applicable collective bargaining agreement in grievance proceedings or before the applicable System Board of Adjustment. Notwithstanding the foregoing, either employees (present or former) or their labor unions must file claims relating to grievances prior to the Bar Date to the extent the grounds for such grievances arose on or prior to September 14, 2005, provided however that labor unions may file a claim itemizing such grievances on behalf of their respective members.

and it is further

ORDERED that the deadline for asserting claims by a co-debtor, surety, or guarantor under section 501(b) of the Bankruptcy Code and Bankruptcy Rule 3005 is September 15, 2006; and it is further

ORDERED that the last day for any entity asserting a claim by reason of the rejection of an executory contract or unexpired lease is the later of (i) the Bar Date, or (ii) the

first business day that is at least thirty (30) calendar days after the entry of any order approving the rejection of the executory contract; and it is further

ORDERED that the last day for any entity asserting a claim arising from the recovery of a voidable transfer to file a claim against the Debtors is the later of (i) the Bar Date, or (ii) the first business day that is at least thirty (30) calendar days after the entry of any order or judgment approving the avoidance of the transfer; and it is further

ORDERED that the last day for any entity asserting a claim arising from the assessment of certain taxes described in section 502(i) of the Bankruptcy Code to file a claim against the Debtors is the later of (i) the Bar Date, or (ii) the first business day that is at least thirty (30) calendar days after the date the relevant tax claims arise; and it is further

ORDERED that the last day for the filing proofs of claim by “governmental units” (as defined in section 101(27) of the Bankruptcy Code) is August 16, 2006 at 5:00 p.m. prevailing Eastern Time; and it is further

ORDERED that if an amendment to the Debtors’ Schedules (i) reduces the liquidated amount of a scheduled claim, (ii) reclassifies a scheduled, undisputed, liquidated, non-contingent claim as disputed, unliquidated, or contingent, (iii) reduces the priority of a scheduled claim, or (iv) changes the Debtor against whom such amount was scheduled, and the affected claimant does not agree with such amendment, the affected claimant who has not already filed a proof of claim in advance of the Bar Date relating to such scheduled claim must file a proof of claim on the later of (i) the first business day that is at least thirty (30) calendar days after the mailing of the notice of such amendment, or (ii) such other time as may be established by order of the Court in connection with a motion to amend the Debtors’ Schedules, but in each instance, only to the extent such proof of claim does not exceed the amount scheduled for such claim before the amendment; and that creditors are not entitled to an extension of the Bar Date if a

schedule amendment increases the scheduled amount of an undisputed, liquidated, non-contingent claim; and it is further

ORDERED that neither the Bar Date nor any other deadline established by this Order applies to requests for the payment of administrative expenses arising in these cases under sections 503, 507(a)(1), 330(a), 331, and/or 364 of the Bankruptcy Code; and it is further

ORDERED that holders of equity securities of the Debtors need not file a proof of interest, provided however that any equity security holder asserting any rights as a creditor of any of the Debtors' estates, including a claim arising from rescission of a purchase or sale of a security of a Debtor or an affiliate of a Debtor or for damages arising from the purchase or sale of such a security, shall be required to file a proof of claim against the Debtors' estates on or before the Bar Date; and it is further

ORDERED that where there is an indenture trustee under an applicable indenture agreement, entities whose claims are limited exclusively to claims of principal and interest under the bonds of any of the Debtors need not file a proof of claim; provided that the applicable indenture trustee under the applicable indenture agreement shall be required to file a proof of claim, and provided further that to the extent that an indenture trustee or a bondholder asserts a claim arising out of or related to a debt instrument, other than a claim for repayment of principal and interest under such bonds, such party shall be required to file a proof of claim on or before the Bar Date; and it is further

ORDERED that where there exists one or more agents ("Agents") under a loan or credit agreement in respect of which any Debtor is a borrower, guarantor or otherwise contractually liable, entities holding claims in respect of principal, interest, fees, expenses and other amounts owing under or in respect of such loan or credit agreement (collectively, "Credit Agreement Claims") need not file a proof of claim with respect to such Credit Agreement

Claims; provided, that such administrative Agent (or, if there is no administrative Agent, an Agent designated for such purpose) shall be required to file a proof of claim in respect of all such Credit Agreement Claims. To the extent that any holder of a Credit Agreement Claim asserts against a Debtor a claim other than a Credit Agreement Claim, such holder shall be required to file a proof of claim on or before the Bar Date in respect of such other claim. Any Agent may, with respect to the proof or proofs of claim filed by it in accordance with the foregoing, (i) omit the attachment of copies of any prepetition loan-related documents (but shall promptly provide the same to counsel to the Debtors if requested to do so by such counsel) and (ii) file a single proof of claim covering the claims being asserted against all of the Debtors that such Agent asserts are liable thereon (rather than a separate proof of claim against each such Debtor), provided that such single proof of claim clearly identifies each such Debtor. For the avoidance of doubt, this paragraph shall apply to the claims of the agents and lenders under the Second Amended and Restated Credit and Guarantee Agreement, dated April 15, 2005, among NWA Corp., certain other of the Debtors, JPMorgan Chase Bank, N.A., as Administrative Agent, and the other financial institutions party thereto as agents and lenders; and it is further

ORDERED that, notwithstanding anything in this Order, the Bar Date Notice, the Bar Date Motion, the Bankruptcy Code or the Bankruptcy Rules to the contrary, for administrative convenience purposes, the filing of any proof of claim by the Pension Benefit Guaranty Corporation ("PBGC") on its own behalf or on behalf of any one or more defined benefit pension plans of any of the Debtors against any of the Debtors shall, except to the extent such proof of claim expressly provides to the contrary, be deemed to be the filing of such proof of claim against each and all of the Debtors in these jointly administered cases; provided, however, except as expressly set forth herein, nothing herein shall affect substantive rights of the Debtors, PBGC, or any statutory committee appointed in these cases or any other party in

interest with respect to the allowance, amount, priority, or treatment of any such claim, including the Debtors' right to object to any such proof of claim on any ground, and it is further

ORDERED that each proof of claim to be properly filed pursuant to this Order shall (i) be written in the English language, (ii) be denominated in lawful currency of the United States as of the Petition Date; (iii) conform substantially with the Proof of Claim or Official Form No. 10; (iv) be executed by the individual to whom service of any papers relating to such claim shall be directed; (v) specify by name and case number the Debtor against which the claim is filed; if the holder asserts a claim against more than one Debtor or has claims against different Debtors, a separate proof of claim form must be filed with respect to each Debtor; and (vii) include supporting documentation (if voluminous, attach a summary) or an explanation as to why documentation is not available; it is further

ORDERED that any holder of a claim against the Debtors who is required, but fails, to file a proof of claim for such claim in accordance with this Order on or before the Bar Date shall be forever barred, estopped and enjoined from asserting such claim against the Debtors (or filing a proof of claim with respect thereto) and the Debtors and their property shall be forever discharged from any and all indebtedness or liability with respect to such claim, and such holder shall not be permitted to vote on any chapter 11 plan or participate in any distribution in the Debtors' chapter 11 cases on account of such claim or to receive further notices regarding such claim; and it is further

ORDERED that notice of the entry of this Order and of the Bar Date in a form substantially similar to the notice attached to ~~the Motion as Exhibit B~~ hereto (the "Bar Date Notice"), which Notice is hereby approved in all respects, shall be deemed good, adequate and sufficient notice if it is served by being deposited in the United States mail, first class postage prepaid, on or before June 2, 2006 upon:

- a. the Office of the United States Trustee for the Southern District of New York;
- b. each member of the statutory creditors' committees appointed in these cases and their attorneys;
- c. all known holders of claims and counterparties to executory contracts listed on the Debtors' Schedules at the addresses stated therein;
- d. the District Director of Internal Revenue for the Southern District of New York;
- e. all state and local taxing authorities for the jurisdictions in which the Debtors conduct business;
- f. the Securities and Exchange Commission; and
- g. all persons and entities listed on the Debtors' Master Service List (as defined in this Court's Order establishing notice procedures and a master service list, dated September 15, 2005) as of the date of the entry of the order approving this Motion;

and it is further

ORDERED that pursuant to Bankruptcy Rule 2002(l), the Debtors shall publish the Bar Date Notice as modified for publication as may be necessary (the "Publication Notice") in the publications listed on Exhibit C to the Motion on at least one occasion (i) with respect to domestic publications, on or prior to June 30, 2006; and (ii) with respect to foreign publications, at least twenty-five (25) days prior to the Bar Date, which publications are hereby approved; and it is further

ORDERED that the Debtors be, and they hereby are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order; and it is further

ORDERED that notification of the relief granted by this Order as provided herein and in the Bar Date Motion is fair and reasonable and will provide good, sufficient and proper notice to all creditors of their rights and obligations in connection with claims they may have against the Debtors in these chapter 11 cases; and it is further

ORDERED that entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing the date by which a holder of a claim not subject to the Bar Date established herein must file such claim against the Debtors or be forever barred from voting upon any chapter 11 plan for such Debtors, receiving any payment or distribution of property from any Debtors or their successors or assigns with respect of such claim, and asserting such claim against any Debtor, and it is further

~~ORDERED that notwithstanding the fact that the Debtors have scheduled a claim as liquidated and undisputed, the Debtors are not precluded from objecting to any claim, whether scheduled or not; and it is further~~

ORDERED that nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offset or defense to any claim; and it is further

ORDERED that the requirement under Local Bankruptcy Rule 9013-1(b) for the filing of a Memorandum of Law with respect to the Motion is hereby waived.

New York, New York
May 19, 2006

/s/ Allan L. Gropper
UNITED STATES BANKRUPTCY JUDGE

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	x	Chapter 11
In re:	:	
	:	Case No. 05-17930 (ALG)
	:	
NORTHWEST AIRLINES CORPORATION,	:	Jointly Administered
NWA FUEL SERVICES CORPORATION,	:	
NORTHWEST AIRLINES HOLDINGS CORPORATION,	:	
NWA INC.,	:	
NORTHWEST AEROSPACE TRAINING CORP.,	:	
NORTHWEST AIRLINES, INC.,	:	
NWA AIRCRAFT FINANCE, INC.,	:	
MLT INC.,	:	
COMPASS AIRLINES, INC. F/K/A NORTHWEST AIRLINES	:	
CARGO, INC.,	:	
NWA RETAIL SALES INC.,	:	
MONTANA ENTERPRISES, INC.,	:	
NW RED BARON LLC, AND	:	
NWA WORLDCLUB, INC.,	:	
Debtors.	:	

**AMENDED ORDER FIXING BAR DATE FOR FILING PROOFS OF CLAIM,
APPROVING PROPOSED PROOF OF CLAIM FORM,
APPROVING PROPOSED BAR DATE NOTICE AND APPROVING
PROPOSED NOTICE AND PUBLICATION PROCEDURES**

Upon consideration of the motion for entry of an order authorizing Northwest Airlines Corporation ("NWA Corp."), and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the "Debtors"), for an order pursuant to Rules 2002(a)(7), 3002(c)(1), 3003(c)(3) and 5005(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), fixing a bar date for filing proofs of claim, approving the proposed proof of claim form, approving the proposed bar date notice, and approving the proposed notice and publication procedures, all as more fully set forth in the motion (the "Bar Date Motion"); and it appearing that the Court has jurisdiction over this matter, and it appearing that (i)

establishment of a date by which creditors must assert claims against the Debtors or be forever barred from voting on any chapter 11 plan or participating in any distributions from the Debtors' estates in accordance with the authority granted to this Court by title 11 of the United States Code (as amended from time to time, the "Bankruptcy Code") and the Bankruptcy Rules, is necessary for the prompt and efficient administration of these chapter 11 cases and to protect the interests of the Debtors, their creditors and other parties in interest herein, and (ii) notification of the relief granted by this Order in the manner proposed by the Debtors, as set forth herein, is fair and reasonable and will provide good, sufficient and proper notice to all creditors of their rights and obligations in connection with claims they may have against the Debtors in these chapter 11 cases; and it appearing that due notice of the Bar Date Motion having been provided to the parties entitled to notice of the Bar Date Motion pursuant to that certain Order Establishing Notice Procedures, dated September 15, 2005; and it appearing that no other or further notice need be provided; and upon all matters heretofore before the Court; and upon the Motion, the papers filed in support thereof, and the responses thereto; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and all parties in interest; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that pursuant to Bankruptcy Rule 3003(c)(3), and except as otherwise provided herein, each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust and governmental unit) that asserts a claim (as defined in section 101(5) of the Bankruptcy Code) against the Debtors that arose on or prior to September 14, 2005 (the "Petition Date"), shall file an original, written proof of such claim which substantially conforms to Exhibit A attached to the Motion (the "Proof of Claim"), which form is hereby approved, or Official Form No. 10, so as to be received on or before **August 16, 2006 at 5:00 p.m.** prevailing Eastern Time (the "Bar Date") at the appropriate destination either

by mailing such original proof of claim to: United States Bankruptcy Court, Southern District of New York, Attn: Northwest Airlines Claims Processing, Bowling Green Station, P.O. Box 5005, New York, New York 10274-5005, or delivered by messenger or overnight courier to: Office of the Clerk for the United States Bankruptcy Court, Southern District of New York, Re: Northwest Airlines Claims Processing, One Bowling Green, New York, New York 10004 (together, the "Northwest Claims Docketing Center"); and it is further

ORDERED that proofs of claim will be deemed timely filed only if actually received by the Northwest Claims Docketing Center on or before the Bar Date; and it is further

ORDERED that the Northwest Claims Docketing Center shall not accept proofs of claim sent by facsimile or telecopy; and it is further

ORDERED that the following persons or entities are not required to file a proof of claim on or before the Bar Date:

- i. any person or entity that has already properly filed, with the Clerk of the United States Bankruptcy Court for the Southern District of New York, a proof of claim against the Debtors utilizing a claim form which substantially conforms to the Proof of Claim or Official Form No. 10;
- ii. any person or entity (i) whose claim is listed on the Schedules, (ii) whose claim is not described as "disputed," "contingent," or "unliquidated," and (iii) who does not dispute the amount ~~or~~ nature and priority of the claim for such person or entity as set forth in the Schedules and (iv) who does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;
- iii. any person or entity whose claim has already been paid by the Debtors;
- iv. any current director, officer or employee of the Debtors, to the extent that such person's claim against the Debtors is for indemnification, contribution, subrogation or reimbursement;
- v. any Debtor in these cases having a claim against another Debtor;

- vi. any direct or indirect non-debtor subsidiary of a Debtor having a claim against a Debtor;
- vii. any professionals whose retentions in these chapter 11 cases have been approved by the Court;
- viii. any person or entity that holds a claim that has been allowed by an order of this Court entered on or before the Bar Date; and it is further; and
- ix. any present or former employee of one of the Debtors whose employment is subject to the terms of a collective bargaining agreement (and, with respect to benefit claims, any spouse or beneficiary thereof) and labor unions representing such employees solely with respect to any Claim based on the payment of wages, salaries, and benefits authorized to be paid by order of the Court under the first day wage and benefit order approved by the Court on September 15, 2005, unless the Debtors have provided written notice to an employee and their relevant union that it does not intend to exercise authority to pay such Claim, in which case the employee shall have until the later of (i) the Bar Date or (ii) 30 days from the date of written notice, to file a Proof of Claim. Nothing in this provision shall limit or preclude the Debtors from contesting an employee's claim to wages or benefits under the applicable collective bargaining agreement in grievance proceedings or before the applicable System Board of Adjustment. Notwithstanding the foregoing, either employees (present or former) or their labor unions must file claims relating to grievances prior to the Bar Date to the extent the grounds for such grievances arose on or prior to September 14, 2005, provided however that labor unions may file a claim itemizing such grievances on behalf of their respective members.

and it is further

ORDERED that the deadline for asserting claims by a co-debtor, surety, or guarantor under section 501(b) of the Bankruptcy Code and Bankruptcy Rule 3005 is September 15, 2006; and it is further

ORDERED that the last day for any entity asserting a claim by reason of the rejection of an executory contract or unexpired lease is the later of (i) the Bar Date, or (ii) the

first business day that is at least thirty (30) calendar days after the entry of any order approving the rejection of the executory contract; and it is further

ORDERED that the last day for any entity asserting a claim arising from the recovery of a voidable transfer to file a claim against the Debtors is the later of (i) the Bar Date, or (ii) the first business day that is at least thirty (30) calendar days after the entry of any order or judgment approving the avoidance of the transfer; and it is further

ORDERED that the last day for any entity asserting a claim arising from the assessment of certain taxes described in section 502(i) of the Bankruptcy Code to file a claim against the Debtors is the later of (i) the Bar Date, or (ii) the first business day that is at least thirty (30) calendar days after the date the relevant tax claims arise; and it is further

ORDERED that the last day for the filing proofs of claim by “governmental units” (as defined in section 101(27) of the Bankruptcy Code) is August 16, 2006 at 5:00 p.m. prevailing Eastern Time; and it is further

ORDERED that if an amendment to the Debtors’ Schedules (i) reduces the liquidated amount of a scheduled claim, (ii) reclassifies a scheduled, undisputed, liquidated, non-contingent claim as disputed, unliquidated, or contingent, (iii) reduces the priority of a scheduled claim, or (iv) changes the Debtor against whom such amount was scheduled, and the affected claimant does not agree with such amendment, the affected claimant who has not already filed a proof of claim in advance of the Bar Date relating to such scheduled claim must file a proof of claim on the later of (i) the first business day that is at least thirty (30) calendar days after the mailing of the notice of such amendment, or (ii) such other time as may be established by order of the Court in connection with a motion to amend the Debtors’ Schedules, but in each instance, only to the extent such proof of claim does not exceed the amount scheduled for such claim before the amendment; and that creditors are not entitled to an extension of the Bar Date if a

schedule amendment increases the scheduled amount of an undisputed, liquidated, non-contingent claim; and it is further

ORDERED that neither the Bar Date nor any other deadline established by this Order applies to requests for the payment of administrative expenses arising in these cases under sections 503, 507(a)(1), 330(a), 331, and/or 364 of the Bankruptcy Code; and it is further

ORDERED that holders of equity securities of the Debtors need not file a proof of interest, provided however that any equity security holder asserting any rights as a creditor of any of the Debtors' estates, including a claim arising from rescission of a purchase or sale of a security of a Debtor or an affiliate of a Debtor or for damages arising from the purchase or sale of such a security, shall be required to file a proof of claim against the Debtors' estates on or before the Bar Date; and it is further

ORDERED that where there is an indenture trustee under an applicable indenture agreement, entities whose claims are limited exclusively to claims of principal and interest under the bonds of any of the Debtors need not file a proof of claim; provided that the applicable indenture trustee under the applicable indenture agreement shall be required to file a proof of claim, and provided further that to the extent that an indenture trustee or a bondholder asserts a claim arising out of or related to a debt instrument, other than a claim for repayment of principal and interest under such bonds, such party shall be required to file a proof of claim on or before the Bar Date; and it is further

ORDERED that where there exists one or more agents ("Agents") under a loan or credit agreement in respect of which any Debtor is a borrower, guarantor or otherwise contractually liable, entities holding claims in respect of principal, interest, fees, expenses and other amounts owing under or in respect of such loan or credit agreement (collectively, "Credit Agreement Claims") need not file a proof of claim with respect to such Credit Agreement

Claims; provided, that such administrative Agent (or, if there is no administrative Agent, an Agent designated for such purpose) shall be required to file a proof of claim in respect of all such Credit Agreement Claims. To the extent that any holder of a Credit Agreement Claim asserts against a Debtor a claim other than a Credit Agreement Claim, such holder shall be required to file a proof of claim on or before the Bar Date in respect of such other claim. Any Agent may, with respect to the proof or proofs of claim filed by it in accordance with the foregoing, (i) omit the attachment of copies of any prepetition loan-related documents (but shall promptly provide the same to counsel to the Debtors if requested to do so by such counsel) and (ii) file a single proof of claim covering the claims being asserted against all of the Debtors that such Agent asserts are liable thereon (rather than a separate proof of claim against each such Debtor), provided that such single proof of claim clearly identifies each such Debtor. For the avoidance of doubt, this paragraph shall apply to the claims of the agents and lenders under the Second Amended and Restated Credit and Guarantee Agreement, dated April 15, 2005, among NWA Corp., certain other of the Debtors, JPMorgan Chase Bank, N.A., as Administrative Agent, and the other financial institutions party thereto as agents and lenders; and it is further

ORDERED that, notwithstanding anything in this Order, the Bar Date Notice, the Bar Date Motion, the Bankruptcy Code or the Bankruptcy Rules to the contrary, for administrative convenience purposes, the filing of any proof of claim by the Pension Benefit Guaranty Corporation ("PBGC") on its own behalf or on behalf of any one or more defined benefit pension plans of any of the Debtors against any of the Debtors shall, except to the extent such proof of claim expressly provides to the contrary, be deemed to be the filing of such proof of claim against each and all of the Debtors in these jointly administered cases; provided, however, except as expressly set forth herein, nothing herein shall affect substantive rights of the Debtors, PBGC, or any statutory committee appointed in these cases or any other party in

interest with respect to the allowance, amount, priority, or treatment of any such claim, including the Debtors' right to object to any such proof of claim on any ground, and it is further

ORDERED that each proof of claim to be properly filed pursuant to this Order shall (i) be written in the English language, (ii) be denominated in lawful currency of the United States as of the Petition Date; (iii) conform substantially with the Proof of Claim or Official Form No. 10; (iv) be executed by the individual to whom service of any papers relating to such claim shall be directed; (v) specify by name and case number the Debtor against which the claim is filed; if the holder asserts a claim against more than one Debtor or has claims against different Debtors, a separate proof of claim form must be filed with respect to each Debtor; and (vii) include supporting documentation (if voluminous, attach a summary) or an explanation as to why documentation is not available; it is further

ORDERED that any holder of a claim against the Debtors who is required, but fails, to file a proof of claim for such claim in accordance with this Order on or before the Bar Date shall be forever barred, estopped and enjoined from asserting such claim against the Debtors (or filing a proof of claim with respect thereto) and the Debtors and their property shall be forever discharged from any and all indebtedness or liability with respect to such claim, and such holder shall not be permitted to vote on any chapter 11 plan or participate in any distribution in the Debtors' chapter 11 cases on account of such claim or to receive further notices regarding such claim; and it is further

ORDERED that notice of the entry of this Order and of the Bar Date in a form substantially similar to the notice attached to the Motion as ~~Exhibit B~~ hereto (the "Bar Date Notice"), which Notice is hereby approved in all respects, shall be deemed good, adequate and sufficient notice if it is served by being deposited in the United States mail, first class postage prepaid, on or before June 26, 2006 upon:

- a. the Office of the United States Trustee for the Southern District of New York;
- b. each member of the statutory creditors' committees appointed in these cases and their attorneys;
- c. all known holders of claims and counterparties to executory contracts listed on the Debtors' Schedules at the addresses stated therein;
- d. the District Director of Internal Revenue for the Southern District of New York;
- e. all state and local taxing authorities for the jurisdictions in which the Debtors conduct business;
- f. the Securities and Exchange Commission; and
- g. all persons and entities listed on the Debtors' Master Service List (as defined in this Court's Order establishing notice procedures and a master service list, dated September 15, 2005) as of the date of the entry of the order approving this Motion;

and it is further

ORDERED that pursuant to Bankruptcy Rule 2002(l), the Debtors shall publish the Bar Date Notice as modified for publication as may be necessary (the "Publication Notice") in the publications listed on Exhibit C to the Motion on at least one occasion (i) with respect to domestic publications, on or prior to June 30, 2006; and (ii) with respect to foreign publications, at least twenty-five (25) days prior to the Bar Date, which publications are hereby approved; and it is further

ORDERED that the Debtors be, and they hereby are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order; and it is further

ORDERED that notification of the relief granted by this Order as provided herein and in the Bar Date Motion is fair and reasonable and will provide good, sufficient and proper notice to all creditors of their rights and obligations in connection with claims they may have against the Debtors in these chapter 11 cases; and it is further

ORDERED that entry of this Order is without prejudice to the right of the Debtors to seek a further order of this Court fixing the date by which a holder of a claim not subject to the Bar Date established herein must file such claim against the Debtors or be forever barred from voting upon any chapter 11 plan for such Debtors, receiving any payment or distribution of property from any Debtors or their successors or assigns with respect of such claim, and asserting such claim against any Debtor, and it is further

~~ORDERED that notwithstanding the fact that the Debtors have scheduled a claim as liquidated and undisputed, the Debtors are not precluded from objecting to any claim, whether scheduled or not; and it is further~~

ORDERED that nothing in this Order shall prejudice the right of the Debtors or any other party in interest to dispute or assert offset or defense to any claim; and it is further

ORDERED that the requirement under Local Bankruptcy Rule 9013-1(b) for the filing of a Memorandum of Law with respect to the Motion is hereby waived.

Dated: May 22, 2006
New York, New York

/s/ Allan L. Gropper
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT THREE

U S B C - Southern District of New York

Case No. 05-17930

**May 22, 2006 Notice of Bar Date Requiring Filing of
Proofs of Claim**

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

—X

Chapter 11

$$\vdots$$

Case No. 05-17930 (ALG)

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Jointly Administered

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**NOTICE OF BAR DATE REQUIRING FILING OF PROOFS OF
CLAIM ON OR BEFORE AUGUST 16, 2006 AT 5:00 P.M. PREVAILING EASTERN
TIME**

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE ABOVE-CAPTIONED DEBTOR ENTITIES (which are listed in Paragraph 7 below):

PLEASE TAKE NOTICE THAT on ~~_____~~May 19, 2006, the Court entered an order (the “Bar Date Order”) establishing **August 16, 2006 at 5:00 p.m. prevailing Eastern Time** (the “Bar Date”), as the last date and time for the filing of proofs of claim against Northwest Airlines Corporation (“NWA Corp.”), NWA Fuel Services Corporation (“NFS”), Northwest Airlines Holdings Corporation (“Holdings”), NWA Inc. (“NWA Inc.”), Northwest Aerospace Training Corp. (“NATCO”), Northwest Airlines, Inc. (“Northwest Airlines”), NWA Aircraft Finance, Inc. (“Aircraft Finance”), MLT Inc. (“MLT”), Compass Airlines, Inc. f/k/a Northwest Airlines Cargo, Inc. (“Compass” f/k/a “Cargo”), NWA Retail Sales Inc. (“NWA Retail”), Montana Enterprises, Inc. (“Montana”), NW Red Baron LLC (“Red Baron”), and NWA Worldclub, Inc. (“WorldClub”) (collectively, the “Debtors”). A list of the Debtors, including their current or former trade names, is set forth below. The Bar Date and the procedures set forth

below for the filing of proofs of claim apply to all claims against the Debtors that arose on or prior to September 14, 2005.

1. WHO MUST FILE A PROOF OF CLAIM

You MUST file a proof of claim if you have a claim that arose on or prior to September 14, 2005 (the "Petition Date"), and it is not one of the types of claims set forth in sections 2 or 3 below. Acts or omissions of the Debtors that arose on or before the Petition Date, may give rise to claims against the Debtors notwithstanding that such claims may not have matured or become fixed or liquidated prior to such date.

Under section 101(5) of the Bankruptcy Code and as used herein, the word "claim" means: (a) right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

2. WHO SHOULD NOT FILE A PROOF OF CLAIM

You should not file a proof of claim if:

- a. You have **already** properly filed, with the Clerk of the United States Bankruptcy Court for the Southern District of New York, a proof of claim against the Debtors utilizing a claim form which substantially conforms to the proof of claim form tailored for these cases or Official Form No. 10;
- b. Your claim is listed on the Debtors' Schedules (as defined below), is **not** described as "disputed," "contingent," or "unliquidated," **and** you do not dispute the amount or nature and priority of your claim as set forth in the Debtors' Schedules and you do not dispute that your claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;
- c. You have a claim under sections 503, 507(a), 330(a), 331 or 364 of the Bankruptcy Code as an administrative expense of the Debtors' chapter 11 cases;
- d. Your claim has already been paid by the Debtors;
- e. You are a current director, officer or employee of the Debtors, to the extent that your claim against the Debtors is for indemnification, contribution, subrogation or reimbursement;

- f. You are a Debtor in these cases and you have a claim against another Debtor;
- g. You are a professional whose retention in these chapter 11 cases has been approved by the Court; or
- h. You hold a claim that has been allowed by an order of the Court entered on or before the Bar Date;
- i. You hold any equity securities of the Debtors. However, any equity security holder asserting any rights as a creditor of any of the Debtors' estates, including a claim arising from rescission of a purchase or sale of a security of a Debtor or an affiliate of a Debtor or for damages arising from the purchase or sale of such a security, shall be required to file a proof of claim against the Debtors' estates on or before the Bar Date; or
- j. You are a present or former employee of one of the Debtors whose employment is subject to the terms of a collective bargaining agreement (and, with respect to benefit claims, any spouse or beneficiary thereof) and labor unions representing such employees solely with respect to any Claim based on the payment of wages, salaries, and benefits authorized to be paid by order of the paid by order of the Court under the first day wage and benefit order approved by the Court on September 15, 2005. You need not file a claim for such amounts, unless the Debtors have provided written notice to you and your union that it does not intend to pay such Claim, in which case you shall have until the later of (i) the Bar Date or (ii) 30 days from the date of written notice, to file a Proof of Claim. Notwithstanding the foregoing, either employees (present or former) or their labor unions must file claims relating to grievances prior to the Bar Date to the extent the grounds for such grievances arose on or prior to September 14, 2005, provided however that labor unions may file a claim itemizing such grievances on behalf of their respective members.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTORS, OR IF THE CLAIM YOU HELD ON THE PETITION DATE HAS BEEN PAID.

3. SPECIAL CLAIMS

For claims arising from rejection of executory contracts or unexpired leases pursuant to section 365 of the Bankruptcy Code, the last day to file a proof of claim is the later of (i) the Bar Date or (ii) the first business day that is at least thirty (30) days after the entry of the order authorizing rejection.

For claims arising from recovery by the Debtor(s) of estate property transferred to you by the Debtor(s) on or prior to the Petition Date as a voidable transfer, the last day to file a proof of claim is the later of (i) the Bar Date or (ii) the first business day that is at least thirty (30) calendar days entry of an order or judgment avoiding a transfer.

For claims arising from the assessment of certain taxes as described in section 502(i) of the Bankruptcy Code, the last day to file a proof of claim is the later of (i) the Bar Date or (ii) the first business day that is at least thirty (30) calendar days after the date the relevant tax claim arises.

For claims asserted by a co-debtor, surety or guarantor that may be filed under section 501(b) of the Bankruptcy Code, the last day to file a proof of claim is September 15, 2006.

Pursuant to Bankruptcy Rule 3002(c)(1), the last date and time for filing proofs of claim by governmental units (as defined in section 101(27) of the Bankruptcy Code) is August 16, 2006 at 5:00 p.m. prevailing Eastern Time.

The Bar Date Order does not establish any deadline for the payment of administrative expenses arising under sections 503, 507(a)(1), 507(b), 330(a), 331 or 364 of the Bankruptcy Code.

Where there is an indenture trustee under an applicable indenture agreement, entities whose claims are limited exclusively to claims of principal and interest under the bonds of any of the Debtors need not file a proof of claim; provided that the applicable indenture trustee under the applicable indenture agreement shall be required to file a proof of claim. To the extent that an indenture trustee or a bondholder asserts a claim arising out of or related to a debt instrument, other than a claim for repayment of principal and interest under such bonds, such party shall be required to file a proof of claim on or before the Bar Date.

Where there exists one or more agents ("Agents") under a loan or credit agreement in respect of which any Debtor is a borrower, guarantor or otherwise contractually liable, entities holding claims in respect of principal, interest, fees, expenses and other amounts owing under or in respect of such loan or credit agreement (collectively, "Credit Agreement Claims") need not file a proof of claim with respect to such Credit Agreement Claims; provided, that such administrative Agent (or, if there is no administrative Agent, an Agent designated for such purpose) shall be required to file a proof of claim in respect of all such Credit Agreement Claims. To the extent that any holder of a Credit Agreement Claim asserts against a Debtor a claim other than a Credit Agreement Claim, such holder shall be required to file a proof of claim on or before the Bar Date in

respect of such other claim. Any Agent may, with respect to the proof or proofs of claim filed by it in accordance with the foregoing, (i) omit the attachment of copies of any prepetition loan-related documents (but shall promptly provide the same to counsel to the Debtors if requested to do so by such counsel) and (ii) file a single proof of claim covering the claims being asserted against all of the Debtors that such Agent asserts are liable thereon (rather than a separate proof of claim against each such Debtor), provided that such single proof of claim clearly identifies each such Debtor.

~~Holders of equity securities of the Debtors need not file a proof of interest. However, any equity security holder asserting any rights as a creditor of any of the Debtors' estates, including a claim arising from rescission of a purchase or sale of a security of a Debtor or an affiliate of a Debtor or for damages arising from the purchase or sale of such a security, shall be required to file a proof of claim against the Debtors' estates on or before the Bar Date.~~

~~Any present or former employee of one of the Debtors whose employment is subject to the terms of a collective bargaining agreement (and, with respect to benefit claims, any spouse or beneficiary thereof) and labor unions representing such employees solely with respect to any Claim based on the payment of wages, salaries, and benefits authorized to be paid by order of the Court under the first day wage and benefit order approved by the Court on September 15, 2005 need not file a claim for such amounts, unless the Debtors have provided written notice to an employee and their relevant union that it does not intend to exercise authority to pay such Claim, in which case the employee shall have until the later of (i) the Bar Date or (ii) 30 days from the date of written notice, to file a Proof of Claim. Notwithstanding the foregoing, either employees (present or former) or their labor unions must file claims relating to grievances prior to the Bar Date to the extent the grounds for such grievances arose on or prior to September 14, 2005, provided however that labor unions may file a claim itemizing such grievances on behalf of their respective members~~

4. WHEN AND WHERE TO FILE

Except as provided for herein, proofs of claim must be filed so as to be received **on or before 5:00 p.m., prevailing Eastern Time, on August 16, 2006**, at the following address (the "Northwest Claims Docketing Center"):

IF SENT BY MAIL

United States Bankruptcy Court,
Southern District of New York
Attn: Northwest Airlines Claims Processing
Bowling Green Station, P.O. Box 5005
New York, New York 10274-5005

IF SENT BY MESSENGER OR OVERNIGHT COURIER

Office of the Clerk of the United States Bankruptcy Court
Southern District of New York
Re: Northwest Airlines Claims Processing,
One Bowling Green, New York, New York 10004

Note that proofs of claim will be deemed timely filed only if **actually received** by the Northwest Docketing Center on or before the Bar Date. **Proofs of claim may not be delivered by facsimile or telecopy.**

5. WHAT TO FILE

If you file a proof of claim, your filed proof of claim must (i) be written in the English language, (ii) be denominated in lawful currency of the United States as of the Petition Date, (iii) conform substantially with the proof of claim form tailored for these cases or Official Form No. 10; and (iv) be executed by the individual to whom service of any papers relating to such claim shall be directed.

The filed proof of claim must indicate the Debtor(s) against which you assert your claim. If you assert the same claim against more than one of the above-captioned debtors, you should file a separate proof of claim against each of the Debtors against which such claims are asserted. Additionally, if you assert different claims, based on different facts and circumstances, against different Debtors, you should also complete separate proofs of claim.

YOU SHOULD ATTACH TO YOUR COMPLETED PROOF OF CLAIM FORM COPIES OF ANY WRITINGS UPON WHICH SUCH CLAIM IS BASED.

EXCEPT WITH RESPECT TO CLAIMS OF THE TYPE SET FORTH IN SECTIONS 2 AND 3 ABOVE, ANY CREDITOR WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE AUGUST 16, 2006 FOR ANY CLAIM SUCH CREDITOR HOLDS OR WISHES TO ASSERT AGAINST THE DEBTORS WILL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM (OR FILING A PROOF OF CLAIM WITH RESPECT TO SUCH CLAIM) AGAINST THE DEBTORS AND THE DEBTORS AND THEIR

~~PROPERTY WILL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH CLAIM, AND SUCH HOLDER SHALL NOT BE PERMITTED TO VOTE ON ANY CHAPTER 11 PLAN OR PARTICIPATE IN ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM, OR TO RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM.~~

Any proof of claim previously properly filed with the Clerk of the Bankruptcy Court prior to the mailing of this notice shall be deemed to be and shall be treated as a properly filed claim subject to the right of the Debtors or any party in interest to object to the allowance thereof. No additional proof of claim is required. If you have not filed your proof of claim yet, please file it with the Claims Agent only; please do not file your proof of claim with the Court or attempt to do so by sending it to Debtors' counsel.

A copy of the proof of claim form tailored for these cases can be obtained on-line from www.nwa-restructuring.com, Northwest's restructuring website.

6. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against the Debtors in the Debtors' Statements of Financial Affairs, Schedules of Assets and Liabilities and Schedules of Executory Contracts and Unexpired Leases (collectively, as may be amended, the "Debtors' Schedules"). If you wish to ascertain the treatment of your claim in the Debtors' Schedules, you may access them on-line at www.nwa-restructuring.com or contact the Debtors' claims agent, Bankruptcy Services, LLC at (866) 715-0768.

Copies of the Debtors' Schedules and the Bar Date Order may also be examined at the Bankruptcy Court's website at <https://ecf.nysb.uscourts.gov/> (for those with a valid PACER account) or at the Office of the Clerk of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York, Monday through Friday, from 9:00 a.m. to 4:30 p.m.

Bankruptcy Services, LLC may be contacted at (866) 715-0768 for assistance if there are any questions concerning the filing or processing of a proof of claim.

A CLAIMANT SHOULD CONSULT AN ATTORNEY REGARDING ANY OTHER INQUIRIES, SUCH AS WHETHER SUCH CLAIMANT SHOULD FILE A PROOF OF CLAIM.

7. DEBTOR NAME, CASE NUMBER & TRADE NAMES

Northwest Airlines Corporation (“NWA Corp”) – Case No. 05-17930

NWA Fuel Services Corporation (“NFS”) - Case No. 05-17925

Northwest Airlines Holdings Corporation (“Holdings”) - Case No. 05-17938

NWA Inc. (“NWA Inc.”) - Case No. 05-17940

Northwest Aerospace Training Corp. (“NATCO”) - Case No. 05-17944

Northwest Airlines, Inc. (“Northwest Airlines”) - Case No. 05-17933

MLT Inc. (“MLT”) - Case No. 05-17948

Compass Airlines, Inc. f/k/a Northwest Airlines Cargo, Inc. (“Compass” f/k/a “Cargo”) - Case No. 05-17949

NWA Retail Sales Inc. (“NWA Retail”) - Case No. 05-17950

Montana Enterprises, Inc. (“Montana”) - Case No. 05-17952

NW Red Baron LLC (“Red Baron”) - Case No. 05-17953

Aircraft Foreign Sales, Inc. (“Foreign Sales”) - Case No. 05-17955

NWA WorldClub, Inc. (“WorldClub”) - Case No. 05-17956

NWA Aircraft Finance, Inc. (“Aircraft Finance”) - Case No. 05-19287

~~This notice is only a summary of the Bar Date Order.~~ All creditors and other parties in interest are referred to the text of the Bar Date Order itself and to the Bankruptcy Code, Bankruptcy Rules and Local Bankruptcy Rules for additional information regarding the filing and treatment of proofs of claim and should consult with their own legal advisors.

New York, New York

 , May 22, 2006

CADWALADER, WICKERSHAM & TAFT LLP

Bruce R. Zirinsky (BZ 2990)
Gregory M. Petrick (GP 2175)
Nathan A. Haynes (NH 4955)
One World Financial Center
New York, New York 10281
Telephone: (212) 504-6000
Facsimile: (212) 504-6666

- and -

Mark C. Ellenberg (ME 6927)
1201 F Street N.W., Suite 1100
Washington, DC 20004
Telephone: (202) 862-2200
Facsimile: (202) 862-2400

ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

EXHIBIT FOUR
U S B C - Southern District of New York
Case No. 05-17930
Affidavits of Publication

Bruce R. Zirinsky (BZ 2990)
Gregory M. Petrick (GP 2175)
CADWALADER, WICKERSHAM & TAFT LLP
Attorneys for Debtors and Debtors In Possession
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Facsimile: (202) 862-2400

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:	:	
	:	Chapter 11
NORTHWEST AIRLINES CORPORATION, et al.,	:	Case No. 05-17930 (ALG)
Debtors.	:	Jointly Administered

**AFFIDAVITS OF PUBLICATION WITH RESPECT TO THE AMENDED
ORDER FIXING BAR DATE FOR FILING PROOFS OF CLAIM, APPROVING
PROPOSED PROOF OF CLAIM FORM, APPROVING PROPOSED BAR DATE
NOTICE AND APPROVING PROPOSED NOTICE AND PUBLICATION PROCEDURES**

PLEASE TAKE NOTICE of the filing of the attached Affidavits of Publication (the "Affidavits") in connection with the publication of the Bar Date Notice for Northwest Airlines Corporation and its affiliated entities, as debtors and debtors in possession, in accordance with the Bankruptcy Court's Amended Order Fixing Bar Date For Filing Proofs Of Claim, Approving Proposed Proof Of Claim Form, Approving Proposed Bar Date Notice And Approving Proposed Notice And Publication Procedures, dated May 22, 2006 (Docket No. 2607).

PLEASE TAKE FURTHER NOTICE that the Bar Date Notice was published in the following newspapers on the following dates, (i) June 28, 2006, New York Times (Exhibit A hereto); (ii) June 28, 2006, Wall Street Journal (Exhibit B hereto); (iii) June 28, 2006, USA Today (Exhibit C hereto); (iv) June 28, 2006, Detroit News and Free Press (Exhibit D hereto); (v) June 28, 2006, Minneapolis Star Tribune (Exhibit E hereto); (vi) June 28, 2006, Memphis Commercial Appeal (Exhibit F hereto); (vii) June 28, 2006, De Telegraaf (English & Dutch) (Exhibit G hereto); (viii) June 28, 2006, Financial Times (Exhibit H hereto); (ix) June 28, 2006, International Herald Tribune (Exhibit I hereto); (x) June 29, 2006,

Ashai Shimbun (Japanese) (Exhibit J hereto); and (xi) July 3, 2006, Ashai Shimbun (English) (Exhibit K hereto).

Dated: New York, NY
April 18, 2007

/s/ Gregory M. Petrick
Bruce R. Zirinsky (BZ 2990)
Gregory M. Petrick (GP 2175)
CADWALADER, WICKERSHAM & TAFT LLP
One World Financial Center
New York, New York 10281
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-and-

Mark C. Ellenberg (ME 6927)
CADWALADER, WICKERSHAM & TAFT LLP
1201 F Street, N.W., Suite 1100
Washington DC 20004
Telephone: (202) 862-2200
Facsimile: (202) 862-2400
Attorneys for the Debtors and Debtors-in-Possession

EXHIBIT A



The New York Times

229 WEST 43RD STREET • NEW YORK, NY 10036-3959

SEC. C PG. 11

CERTIFICATION OF PUBLICATION

JUN 30 2006

20

I, DEBRA BARNING, in my capacity as a Principal Clerk of the Publisher of The New York Times a daily newspaper of general circulation printed and published in the City, County and State of New York, hereby certify that the advertisement annexed hereto was published in the editions of The New York Times on the following date or dates, to wit on

JUN 28 2006

20

Debra Barning

Approved:

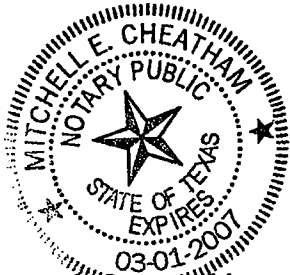
Rich Ueland

THIS CERTIFICATION
NOT VALID
WITHOUT NYT RAISED SEAL

EXHIBIT B

STATE OF TEXAS)
) ss:
CITY AND COUNTY OF DALLAS)

I, Glenn Hellums Jr., being duly sworn, depose and say that I am the Advertising Clerk of the Publisher of THE WALL STREET JOURNAL, a daily national newspaper published and of general circulation in the City and County of New York, New York, City of Naperville, DuPage County, Illinois, and in the city and County of Dallas, Texas and that the attached Notice has been regularly published in THE WALL STREET JOURNAL for national distribution for one insertion(s) on the following date(s): 6/28/06 at the request of advertiser: Northwest Airlines and that the foregoing statements are true and correct to the best of my knowledge, information, and belief.



Sworn to before me this

28th day of June 2006

Mitchell E. Cherk
Notary Public

Dean Hollings Jr.

◆ **BANKRUPTCIES** ◆

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re:
**NORTHWEST AIRLINES CORPORATION,
 NWA FUEL SERVICES CORPORATION,
 NORTHWEST AIRLINES HOLDINGS CORPORATION,
 NWA INC.,
 NORTHWEST AEROSPACE TRAINING CORP.,
 NORTHWEST AIRLINES, INC.,
 NWA AIRCRAFT FINANCE, INC.,
 MLI INC.,
 COMPASS AIRLINES, INC. F/K/A NORTHWEST AIRLINES
 CARGO, INC.,
 NWA RETAIL SALES INC.,
 MONTANA ENTERPRISES, INC.,
 NW RED BARON LLC,
 AIRCRAFT FOREIGN SALES, INC. AND
 NWA WORLDCLUB, INC.,**
 Debtors.

Chapter 11
 Case No. 05-17910 (ALG)
 Case No. 05-17925 (ALG)
 Case No. 05-17938 (ALG)
 Case No. 05-17940 (ALG)
 Case No. 05-17944 (ALG)
 Case No. 05-17933 (ALG)
 Case No. 05-19287 (ALG)
 Case No. 05-17948 (ALG)
 Case No. 05-17949 (ALG)
 Case No. 05-17950 (ALG)
 Case No. 05-17952 (ALG)
 Case No. 05-17953 (ALG)
 Case No. 05-17955 (ALG)
 Case No. 05-17956 (ALG)
 Jointly Administrated

NOTICE OF BAR DATE REQUIRING FILING OF PROOFS OF CLAIM ON OR BEFORE AUGUST 16, 2006 AT 5:00 P.M. PREVAILING EASTERN TIME

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE ABOVE-CARTIONED DEBTOR ENTITIES (which are listed in Paragraph 1 below):

PLEASE TAKE NOTICE THAT on May 19, 2006, the Court entered an order (as amended by order dated May 22, 2006, the "Bar Date Order") establishing August 16, 2006 at 5:00 p.m. prevailing Eastern Time (the "Bar Date"), as the last date and time for the filing of proofs of claim against Northwest Airlines Corporation ("NWA Corp."), NWA Fuel Services Corporation ("NFS"), Northwest Airlines Holdings Corporation ("NWA Inc."), Northwest Aerospace Training Corp. ("NATCO"), Northwest Airlines, Inc. ("Northwest Airlines"), Northwest Aircraft Finance, Inc. ("Aircraft Finance"), MLI Inc. ("MLI"), Compass Airlines, Inc. f/k/a Northwest Airlines Cargo, Inc. ("Compass"), NWA Retail Sales Inc. ("NWA Retail"), Montana Enterprises, Inc. ("Montana"), NW Red Baron LLC ("Red Baron"), Aircraft Foreign Sales, Inc. ("Foreign Sales") and NWA WorldClub, Inc. ("WorldClub") collectively, the "Debtors". A list of the Debtors, including their current or former trade names, is set forth below. The Bar Date and the procedures set forth below for the filing of proofs of claim apply to all claims against the Debtors that arose on or prior to September 14, 2005.

1. WHO MUST FILE A PROOF OF CLAIM

You MUST file a proof of claim if you have a claim that arose on or prior to September 14, 2005 (the "Petition Date"), and it is not one of the types of claims set forth in section 2 below. Acts or omissions of the Debtors that arose on or before the Petition Date may give rise to claims against the Debtors notwithstanding that such claims may not have matured or become fixed or liquidated prior to such date.

Under section 101(5) of the Bankruptcy Code and as used herein, the word "claim" means: (a) right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

2. WHO SHOULD NOT FILE A PROOF OF CLAIM

- You have already properly filed, with the Clerk of the United States Bankruptcy Court for the Southern District of New York, a proof of claim against the Debtors utilizing a claim form which substantially conforms to the proof of claim form tailored for these cases or Official Form No. 10;
- Your claim is listed on the Debtors' Schedules (as defined below), is not described as "disputed," "contingent," or "unliquidated," and you do not dispute the amount, nature and priority of your claim as set forth in the Debtors' Schedules and you do not dispute that your claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;
- You have a claim under sections 503, 507(a), 330(a), 331, or 364 of the Bankruptcy Code as an administrative expense of the Debtors, chapter 11 cases;
- Your claim has already been paid by the Debtors;
- You are a current director, officer or employee of the Debtors, to the extent that your claim against the Debtors is for indemnification, contribution, subrogation or reimbursement;
- You are a Debtor in these cases and you have a claim against another Debtor;
- You are a professional whose retention in these chapter 11 cases has been approved by the Court;
- You hold a claim that has been allowed by an order of the Court entered on or before the Bar Date;
- You hold any equity securities of the Debtors. However, any equity security holder asserting any rights as a creditor of any of the Debtors' estates, including a claim arising from rescission of a purchase or sale of a security of a Debtor or an affiliate of a Debtor or for damages arising from the purchase or sale of such a security, shall be required to file a proof of claim against the Debtors' estates on or before the Bar Date; or
- You are a present or former employee of one of the Debtors whose employment is subject to the terms of a collective bargaining agreement (and with respect to benefit claims; any spouse or beneficiary thereof) and labor unions representing such employees solely with respect to any claim based on the payment of wages, salaries, and benefits authorized to be paid by order of the Court under the first day wage and benefit order approved by the Court on September 19, 2005; you need not file a claim for such amounts, unless the Debtors have provided written notice to you and your union that they do not intend to pay such claim, in which case you shall have until the later of (i) the Bar Date or (ii) 30 days from the date of written notice, to file a Proof of Claim. Notwithstanding the foregoing, either employees (present or former) or their labor unions must file claims relating to grievances prior to the Bar Date to the extent the grounds for such grievances arose on or prior to September 14, 2005; provided, however, that labor unions may file a claim itemizing such grievances on behalf of their respective members.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTORS, OR IF THE CLAIM YOU HELD ON THE PETITION DATE HAS BEEN PAID.

3. SPECIAL CLAIMS

For claims arising from rejection of executory contracts or unexpired leases pursuant to section 541 of the Bankruptcy Code, the last day to file a proof of claim is the later of (i) the Bar Date or (ii) the first business day that is at least thirty (30) calendar days after the entry of the order authorizing rejection.

For claims arising from recovery by the Debtor(s) of estate property transferred to you by the Debtor(s) on or prior to the Petition Date as a voidable transfer, the last day to file a proof of claim is the later of (i) the Bar Date or (ii) the first business day that is at least thirty (30) calendar days after entry of an order or judgment avoiding a transfer.

For claims arising from the assessment of certain taxes as described in section 502(h) of the Bankruptcy Code, the last day to file a proof of claim is the later of (i) the Bar Date or (ii) the first business day that is at least thirty (30) calendar days after the date the relevant tax claim arises.

Pursuant to Bankruptcy Rule 3002(c)(1), the last date and time for filing proofs of claim by governmental units (as defined in section 101(27) of the Bankruptcy Code) is August 16, 2006 at 5:00 p.m. prevailing Eastern Time.

The Bar Date Order does not establish any deadline for the payment of administrative expenses arising under sections 503, 507(a)(1), 507(b), 330(a), 331, or 364 of the Bankruptcy Code.

Where there is an indenture trustee under an applicable indenture agreement, entities whose claims are limited exclusively to claims of principal and interest under the bonds of any of the Debtors need not file a proof of claim; provided that the applicable indenture trustee under the applicable indenture agreement shall be required to file a proof of claim. To the extent that an indenture trustee or a bondholder asserts a claim arising out of or related to a debt instrument, other than a claim for repayment of principal and interest under such bonds, such party shall be required to file a proof of claim on or before the Bar Date.

Where there exists one or more agents ("Agents") under a loan or credit agreement in respect of which any Debtor is a borrower, guarantor or otherwise contractually liable, entities holding claims in respect of such loan or credit agreement (collectively, "Credit Agreement Claims") need not file a proof of claim with respect to such Credit Agreement Claims, provided that such administrative Agent (or, if there is no administrative Agent, an Agent designated for such purpose) shall be required to file a proof of claim in respect of all such Credit Agreement Claims. To the extent that any holder of a Credit Agreement Claim asserts against a Debtor a claim other than a Credit Agreement Claim, such holder shall be required to file a proof of claim on or before the Bar Date in respect of such other claim. Any Agent may, with respect to the proof of proofs of claim filed by it in accordance with the foregoing, (i) omit the attachment of copies of any prepetition loan-related documents (such as promissory notes, letters of intent, loan agreements, etc.) requested to do so by (such counsel) and (ii) file a single proof of claim covering the claims being asserted against all of the Debtors that such Agent asserts are made thereon (rather than a separate proof of claim against each such Debtor), provided that such single proof of claim clearly identifies each such Debtor.

4. WHEN AND WHERE TO FILE

Proofs of claim must be filed so as to be received on or before August 16, 2006, at the following address (the "Northwest Claims Processing Center"):

IF SENT BY MAIL

United States Bankruptcy Court
 Southern District of New York
 Attention: Northwest Airlines Claims Processing
 Bowling Green Station, P.O. Box 6005
 New York, New York 10274-6005

IF SENT BY MESSENGER OR OVERNIGHT COURIER

Office of the Clerk of the
 United States Bankruptcy Court
 Southern District of New York
 Re: Northwest Airlines Claims Processing
 One Bowling Green, New York, New York 10004

Note that proofs of claim will be deemed timely filed only if actually received by the Northwest Claims Processing Center on or before the Bar Date. Proofs of claim may not be delivered by facsimile or telecopy.

5. WHAT TO FILE

If you file a proof of claim, your filed proof of claim must (i) be written in the English language, (ii) be denominated in lawful currency of the United States as of the Petition Date, (iii) conform substantially with the proof of claim form tailored for these cases or Official Form No. 10, and (iv) be executed by the individual to whom service of any papers relating to such claims is being made (or the Debtors) against which you assert your claim.

The filed proof of claim must indicate the Debtors against which you assert your claim. If you assert a claim against more than one of the above-captioned Debtors, you shall file a separate proof of claim against each of the Debtors against which such claim is asserted. Additionally, if you assert different claims based on different facts and circumstances against different Debtors, you should also complete separate proofs of claim.

YOU SHOULD ATTACH TO YOUR COMPLETED PROOF OF CLAIM FORM COPIES OF ANY WRITINGS UPON WHICH SUCH CLAIMS ARE BASED.

EXCEPT WITH RESPECT TO CLAIMS OF THE TYPE SET FORTH IN SECTIONS 2 AND 3 ABOVE, ANY CREDITOR WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE AUGUST 16, 2006 FOR ANY CLAIM (SUCH CREDITOR HOLDS "CLAIMS") AGAINST THE DEBTORS, AND SUCH HOLDER SHALL NOT BE PERMITTED TO VOTE ON ANY CHAPTER 11 PLAN OR PARTICIPATE IN ANY DISTRIBUTION OF THE DEBTORS' ASSETS ON ACCOUNT OF SUCH CLAIMS OR TO RECEIVE FURTHER DIVIDENCES REGARDING SUCH CLAIM.

Any proof of claim received by the Court on or after the Bar Date shall be subject to the bar date deadline and shall be deemed to be and shall be treated as a properly filed claim subject to the bar date deadline of the Debtors or any party in interest to object to the allowance thereof as a claim of the Debtors.

Many of the proof of claim forms tailored for these cases can be obtained on-line from www.uscourts.gov or Northwest Claims Processing Center website.

6. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against the Debtors in the Debtors' Schedules of Assets and Liabilities and Schedules of Executory Contracts and Unexpired Leases (collectively, as may be amended, the "Debtors' Schedules"). You may review and obtain copies of the Debtors' Schedules on the Debtors' website, www.nwaclaims.com, or by contacting the Debtors' Claims Processing Center at (866) 745-0075. Your Order may also be submitted to the Claims Processing Center via e-mail at claims@nwaclaims.com. For those who would prefer to obtain copies of the Debtors' Schedules in hard copy, they may do so by sending a request to the Claims Processing Center at the United States Bankruptcy Court for the Southern District of New York, 200 West Street, New York, New York 10004, on or before Friday, August 18, 2006, at 5:00 p.m. Eastern Time (ET). The fee for such request is \$25.00 per copy.

For more information regarding the filing process, visit the website at www.nwaclaims.com or call (866) 745-0075 for assistance.

IF YOU ARE A CLAIMANT, YOU MAY WANT TO CONSULT AN ATTORNEY REGARDING ANY OTHER INQUIRIES, SUCH AS WHETHER SUCH CLAIMANT SHOULD FILE A PROOF OF CLAIM.

7. DEBTOR NAME, CASE NUMBER, TRADE NAMES

Northwest Airlines Corporation ("NWA Corp."), Case No. 05-17910; NWA Fuel Services Corporation ("NFS"), Case No. 05-17925; Northwest Airlines Holdings Corporation ("NWA Inc."), Case No. 05-17938; NWA Retail Sales Inc. ("NWA Retail"), Case No. 05-17940; Aircraft Foreign Sales, Inc. ("Foreign Sales"), Case No. 05-17955; NWA WorldClub, Inc. ("WorldClub"), Case No. 05-17956; Northwest Aerospace Training Corp. ("NATCO"), Case No. 05-17944; Northwest Airlines, Inc. ("Northwest Airlines"), Case No. 05-17933; MLI Inc. ("MLI"), Case No. 05-19287; Compass Airlines, Inc. f/k/a Northwest Airlines Cargo, Inc. ("Compass"), Case No. 05-17948; Montana Enterprises, Inc. ("Montana"), Case No. 05-17949; NW Red Baron LLC ("Red Baron"), Case No. 05-17950; Aircraft Foreign Sales, Inc. ("Foreign Sales"), Case No. 05-17952; NWA Aircraft Finance, Inc. ("Aircraft Finance"), Case No. 05-17953.

All creditors are urged to review the Debtors' Schedules and the Bankruptcy Court's orders and notices in the Bankruptcy Case and to consult with their own legal counsel regarding the filing of proofs of claim and to consult with their own legal counsel regarding any other matters.

NOTICE OF THE BAR DATE: August 16, 2006.

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NOTICE OF THE BAR DATE: August 16, 2006.

NOTICE OF THE BAR DATE: August 16, 2006.

EXHIBIT C



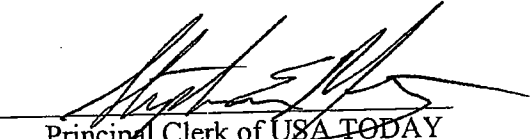
7950 Jones Branch Drive • McLean, Virginia 22108
(703) 854-3400



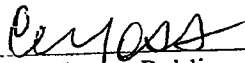
VERIFICATION OF PUBLICATION

COMMONWEALTH OF VIRGINIA COUNTY OF FAIRFAX

Being duly sworn Eric Morgan says that he is the principal clerk of USA TODAY, and is duly authorized by USA TODAY to make this affidavit, and is fully acquainted with the facts stated herein: on Wednesday, June 28, 2006 the following advertisement- In re: NORTHWEST AIRLINES CORPORATION was published in **USA TODAY DOMESTIC**.


Principal Clerk of USA TODAY
Friday, July 07, 2006

Subscribed and sworn to before me
This 7th day of July month
none year.


Notary Public

My Commission Expires September 30, 2009

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:
NORTHWEST AIRLINES CORPORATION,
NWA FUEL SERVICES CORPORATION,
NORTHWEST AIRLINES HOLDINGS CORPORATION,
NWA INC.,
NORTHWEST AEROSPACE TRAINING CORP.,
NORTHWEST AIRLINES, INC.,
NWA AIRCRAFT FINANCE, INC.,
MIL INC.,
COMPASS AIRLINES, INC./NWA NORTHWEST AIRLINES CARGO, INC.,
NWA RETAIL SALES INC.,
MONTANA ENTERPRISES, INC.,
HW RED BARON LLC,
AIRCRAFT FOREIGN SALES, INC. AND
NWA WORLDCLUB, INC.,
Debtors.

Chapter 11
Case No. 05-17930 (ALG)
Case No. 05-17925 (ALG)
Case No. 05-17938 (ALG)
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Case No. 05-17950 (ALG)
Case No. 05-17952 (ALG)
Case No. 05-17953 (ALG)
Case No. 05-17955 (ALG)
Case No. 05-17956 (ALG)
Jointly Administrated

NOTICE OF BAR DATE REQUIRING FILING OF PROOFS OF CLAIM ON OR BEFORE AUGUST 16, 2006 AT 5:00 P.M. PREVAILING EASTERN TIME TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE ABOVE-CAPTIONED DEBTOR ENTITIES (which are listed in Paragraph 7 below).
PLEASE TAKE NOTICE THAT on May 15, 2006, the Court entered an order (as amended by order dated May 22, 2006, the "Bar Date Order") establishing August 16, 2006 at 5:00 p.m. (prevailing Eastern Time) (the "Bar Date"), as the last date and time for the filing of proofs of claim against Northwest Airlines Corporation ("NWA Corp."), NWA Fuel Services Corporation ("NFS"), Northwest Airlines Holdings Corporation ("Holdings"), NWA Inc. ("NWA Inc."), Northwest Aerospace Training Corp. ("NATCO"), Northwest Airlines, Inc. ("Northwest Airlines"), NWA Aircraft Finance, Inc. ("Aircraft Finance"), MIL Inc. ("MIL"), Compass Airlines, Inc. ("Compass Airlines"), NWA Northwest Airlines Cargo, Inc. ("NWA Cargo"), NWA Retail Sales Inc. ("NWA Retail"), Montana Enterprises, Inc. ("Montana"), HW Red Baron LLC ("Red Baron"), Aircraft Foreign Sales, Inc. ("Foreign Sales") and NWA WorldClub, Inc. ("WorldClub") (collectively, the "Debtors"). A list of the Debtors, including their current or former trade names, is set forth below. The Bar Date and the procedures set forth below for the filing of proofs of claim apply to all claims against the Debtors that arose on or prior to September 14, 2005.

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a proof of claim if you have a claim that arose on or prior to September 14, 2005 (the "Petition Date"), and it is not one of the types of claims set forth in section 2 below. Acts or omissions of the Debtors that arose on or before the Petition Date may give rise to claims against the Debtors notwithstanding that such claims may not have matured or become fixed or liquidated prior to such date.

Under section 101(5) of the Bankruptcy Code and as used herein, the word "claim" means: (i) right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (ii) right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

2. WHO SHOULD FILE A PROOF OF CLAIM

You should **NOT** file a proof of claim if:

- You have already properly filed, with the Clerk of the United States Bankruptcy Court for the Southern District of New York, a proof of claim against the Debtors utilizing a claim form which substantially conforms to the proof of claim form tailored for these cases or Official Form No. 10.
- Your claim is based on the Debtors' Schedules (as defined below), is not described as "disputed," "contingent," or "unliquidated," and you do not dispute the amount, nature and priority of your claim as set forth in the Debtors' Schedules and you do not dispute that your claim is an obligation of the specific Debtor against which the claim is listed on the Schedules.
- You have a claim under sections 503, 507(a), 330(a), 331 or 364 of the Bankruptcy Code as an administrative expense of the Debtors' Chapter 11 cases.
- Your claim has already been paid by the Debtors.
- You are a current director, officer or employee of the Debtors, to the extent that your claim against the Debtors is for indemnification, contribution, subrogation or reimbursement.
- You are a Debtor in these cases and you have a claim against another Debtor.
- You are a professional whose retention in these Chapter 11 cases has been approved by the Court.
- You hold a claim that has been allowed by an order of the Court entered on or before the Bar Date.
- You hold any equity securities of the Debtors. However, any equity security holder asserting any rights as a creditor of any of the Debtors' estates, including a claim arising from rescission of a purchase or sale of a security of a Debtor or an affiliate of a Debtor or for damages arising from the purchase or sale of such a security, shall be required to file a proof of claim against the Debtors' estates on or before the Bar Date.
- You are a present or former employee of one of the Debtors whose employment is subject to the terms of a collective bargaining agreement and, with respect to benefit claims, any spouse or beneficiary thereof and labor unions representing such employees solely with respect to any claim based on the payment of wages, salaries, and benefits authorized to be paid by order of the Court under the last day wage and benefit order approved by the Court on September 15, 2005. You need not file a claim for such amounts, unless the Debtors have provided written notice to you and your union that they do not intend to pay such claims, in which case you shall have until the later of (i) the Bar Date or (ii) 30 days from the date of written notice, to file a Proof of Claim. Notwithstanding the foregoing, either employees (present or former) or their labor unions must file claims relating to grievances prior to the Bar Date to the extent the grounds for such grievances arose on or prior to September 14, 2005, provided however that labor unions may file a claim relating to such grievances on behalf of their respective members.

YOU SHOULD **NOT** FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTORS, OR IF THE CLAIM YOU HELD ON THE PETITION DATE HAS BEEN PAID.

3. SPECIAL CLAIMS

For claims arising from rejection of executory contracts or unexpired leases pursuant to section 365 of the Bankruptcy Code, the last day to file a proof of claim is the later of (i) the Bar Date or (ii) the first business day that is at least thirty (30) calendar days after the entry of the order authorizing rejection.

For claims arising from recovery by the Debtors of estate property transferred to you by the Debtor(s) on or prior to the Petition Date as a voidable transfer, the last day to file a proof of claim is the later of (i) the Bar Date or (ii) the first business day that is at least thirty (30) calendar days after entry of an order or judgment avoiding a transfer.

For claims arising from the assessment of certain taxes as described in section 507(f) of the Bankruptcy Code, the last day to file a proof of claim is the later of (i) the Bar Date or (ii) the first business day that is at least thirty (30) calendar days after the date the relevant tax claim arises.

For claims asserted by a co-debtor, surety or guarantor that may be filed under section 507(b) of the Bankruptcy Code, the last day to file a proof of claim is September 15, 2006.

Pursuant to Bankruptcy Rule 2002(c)(1), the last date and time for filing proofs of claim by governmental units (as defined in section 101(27) of the Bankruptcy Code) is August 16, 2006 at 5:00 p.m. (prevailing Eastern Time).

The Bar Date Order does not establish any deadline for the payment of administrative expenses arising under sections 503, 507(a)(1), 507(b), 330(a), 331 or 364 of the Bankruptcy Code.

Where there is an indenture trustee under an applicable indenture agreement, entities whose claims are limited exclusively to claims of principal and interest under the bonds of the Debtors need not file a proof of claim provided that the applicable indenture trustee under the applicable indenture agreement shall be required to file a proof of claim. To the extent that an indenture trustee or a bondholder asserts a claim arising out of or related to a debt instrument, other than a claim for repayment of principal and interest under such bonds, such party shall be required to file a proof of claim on or before the Bar Date.

Where there exists one or more "Credit Agreement(s)" under a loan or credit agreement in respect of which any Debtor is a borrower, guarantor or otherwise contractually liable, entities holding claims in respect of principal, interest, fees, expenses and other amounts owing under or in respect of such loan or credit agreement (collectively, "Credit Agreement Claims") need not file a proof of claim with respect to such Credit Agreement Claims; provided, that such administrative Agent (or, if there is no administrative Agent, an Agent designated for such purposes) shall be required to file a proof of claim in respect of all such Credit Agreement Claims. To the extent that any holder of a Credit Agreement Claim asserts against a Debtor a claim other than a Credit Agreement Claim, such holder shall be required to file a proof of claim on or before the Bar Date in respect of such other claim. Any Agent may, with respect to the proof or proofs of claim filed by it in accordance with the foregoing, (i) omit the attachment of copies of any prepetition loan-related documents (but shall promptly provide the same to counsel to the Debtors if requested to do so by such counsel) and (ii) file a single proof of claim covering the claims being asserted against all of the Debtors that such Agent asserts as liable thereon (rather than a separate proof of claim against each such Debtor), provided that such single proof of claim clearly identifies each such Debtor.

4. WHEN AND WHERE TO FILE

Except as provided for herein, proofs of claim must be filed so as to be received on or before 5:00 p.m., prevailing Eastern Time, on August 16, 2006, at the following address (the "Northwest Claims Docketing Center"):

United States Bankruptcy Court, Southern District of New York
Attn: Northwest Airlines Claims Processing
Crowley Green Station, P.O. Box 5005
New York, New York 10274-5005

IT SENT BY MESSENGER OR OVERNIGHT COURIER
Office of the Clerk of the United States Bankruptcy Court
Southern District of New York
Re: Northwest Airlines Claims Processing
One Bowling Green, New York, New York 10004

Note that proofs of claim will be deemed timely filed only if **actually received** by the Northwest Claims Docketing Center on or before the Bar Date. Proofs of claim may not be delivered by facsimile or telecopy.

5. WHAT TO FILE

If you file a proof of claim, your proof of claim must (i) be written in the English language, (ii) be denominated in lawful currency of the United States as of the Petition Date, (iii) conform substantially with the proof of claim form tailored for these cases or Official Form No. 10; and (iv) be executed by the individual to whom service of any papers relating to such claims shall be directed.

The filed proof of claim must indicate the Debtor(s) against which you assert your claim. If you assert the same claim against more than one of the above-captioned debtors, you should file a separate proof of claim against each of the Debtors against which such claims are asserted. Additionally, if you assert different claims, based on different facts and circumstances, against different Debtors, you should also complete separate proofs of claim.

YOU SHOULD ATTACH TO YOUR COMPLETED PROOF OF CLAIM FORM COPIES OF ANY WRITINGS UPON WHICH SUCH CLAIM IS BASED. EXCEPT WITH RESPECT TO CLAIMS OF THE TYPE SET FORTH IN SECTIONS 2 AND 3 ABOVE, ANY CREDITOR WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE AUGUST 16, 2006 FOR ANY CLAIM SUCH CREDITOR HOLDS OR WISHES TO ASSERT AGAINST THE DEBTORS WILL BE BARRED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS, AND SUCH HOLDER SHALL NOT BE PERMITTED TO VOTE ON ANY CHAPTER 11 PLAN OR PARTICIPATE IN ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM, OR TO RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM.

Any proof of claim previously properly filed with the Clerk of the Bankruptcy Court prior to the mailing of this notice shall be deemed to be and shall be treated as a properly filed claim subject to the right of the Debtors or any party in interest to object to the allowance thereof. No additional proof of claim is required.

A copy of the proof of claim form tailored for these cases can be obtained on-line from www.nwa-restructuring.com, Northwest's restructuring website.

6. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against the Debtors in the Debtors' Statement of Financial Affairs, Schedules of Assets and Liabilities and Schedules of Executory Contracts and Unexpired Leases (collectively, as may be amended, the "Debtors' Schedules"). If you wish to ascertain the treatment of your claim in the Debtors' Schedules, you may access them on-line at www.nwa-restructuring.com or contact the Debtors' claims agent, Bankruptcy Services LLC at (866) 715-0768.

Copies of the Debtors' Schedules and the Bar Date Order may also be examined at the Bankruptcy Court's website at nwsd.uscourts.gov (for those with a valid PACER account) or at the Office of the Clerk of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York, Monday through Friday, from 9:00 a.m. to 4:30 p.m.

Bankruptcy Services LLC may be contacted at (866) 715-0768 for assistance if there are any questions concerning the filing or processing of a proof of claim.

A CLAIMANT SHOULD CONSULT AN ATTORNEY REGARDING ANY OTHER INQUIRIES, SUCH AS WHETHER SUCH CLAIMANT SHOULD FILE A PROOF OF CLAIM.

7. DEBTOR NAME, CASE NUMBER & TRADE NAMES

Northwest Airlines Corporation ("NWA Corp.") - Case No. 05-17930; NWA Fuel Services Corporation ("NFS") - Case No. 05-17925; Northwest Airlines Holdings Corporation ("Holdings") - Case No. 05-17938; NWA Inc. ("NWA Inc.") - Case No. 05-17940; Northwest Aerospace Training Corp. ("NATCO") - Case No. 05-17944; Northwest Airlines, Inc. ("Northwest Airlines") - Case No. 05-17933; MIL Inc. ("MIL") - Case No. 05-17949; Compass Airlines, Inc. ("Compass Airlines") - Case No. 05-17950; NWA Northwest Airlines Cargo, Inc. ("NWA Cargo") - Case No. 05-17952; NWA Retail Sales Inc. ("NWA Retail") - Case No. 05-17953; Montana Enterprises, Inc. ("Montana") - Case No. 05-17955; HW Red Baron LLC ("Red Baron") - Case No. 05-17953; Aircraft Foreign Sales, Inc. ("Foreign Sales") - Case No. 05-17955; NWA WorldClub, Inc. ("WorldClub") - Case No. 05-17956; NWA Aircraft Finance, Inc. ("Aircraft Finance") - Case No. 05-19287.

All creditors and other parties in interest are referred to the text of the Bar Date Order itself and to the Bankruptcy Code, Bankruptcy Rules and Local Bankruptcy Rules for additional information regarding the filing and treatment of proofs of claim and should consult with their own legal advisors.

Steve R. Zelnick (NY 2090)
Gregory M. Petrick (GF 2175)
Nathan A. Haynes (NH 4955)
One World Financial Center
New York, New York 10281

CADWALADER, WICKERHAM & TAFT LLP
- and -

Mark C. Eilenberg (ME 6917)
1201 F Street N.W., Suite 1100
Washington, DC 20004
Telephone: (202) 862-2700
Facsimile: (202) 862-2400

EXHIBIT D

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

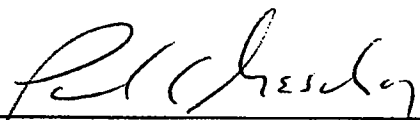
In re:)	Chapter 11
)	
NORTHWEST AIRLINES)	Case No. 05-17390 (ALG)
)	<i>et al</i>
Debtors)	

AFFIDAVIT OF PUBLICATION

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

I, PAUL C. MESCHES, being duly sworn, depose and say that I am the Marketing Director of Porte Advertising, Inc., and that I arranged for the publication of the attached notice in *The Detroit News and Free Press* on June 28, 2006.

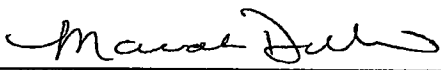
The foregoing statements are true and correct to the best of my knowledge, information and belief.



Paul C. Mesches

Sworn to me this

31st day of ~~July~~^{August} 2006.



Notary Public

MARIAH DUBIN
Notary Public, State of New York
No. 01DU6076302
Qualified in Nassau County
Commission Expires June 24, 2010

EXHIBIT E

STATE OF MINNESOTA)

)ss.

AFFIDAVIT OF PUBLICATION

COUNTY OF HENNEPIN)

Linda St. Clair, being duly sworn, on oath says She is and during all times herein stated has been an employee of the Star Tribune, a subsidiary of McClatchy Company, 425 Portland Avenue, Minneapolis, Minnesota 55488, publisher and printer of the Star Tribune newspaper (the "Newspaper"), published 7 days a week, and has full knowledge of the facts herein stated as follows:

- 1.. (a) The Newspaper is printed in the English language in newspaper format and in column and sheet form equivalent in printed space to at least 1,000 square inches;
 - (b) The Newspaper is printed daily and distributed at least five days each week;
 - (c) In at least half of its issues each year, the Newspaper has no more than 75 percent of its printed space comprised of advertising material and paid public notices. In all of its issues each year, the Newspaper has not less than 25 percent of its news columns devoted to news of local interest to the community which it purports to serve. Not more than 25 percent of the Newspaper's non-advertising column inches in any issue duplicates any other publication;
 - (d) The Newspaper is circulated in the local public corporation which it purports to serve, and has at least 500 copies regularly delivered to paying subscribers;
 - (e) The Newspaper has its known office of issue established in either the county in which it lies, in whole or in part, the local public corporation which the Newspaper purports to serve, or in an adjoining county;
 - (f) The Newspaper files a copy of each issue immediately with the state historical society;
 - (g) The Newspaper is made available at single or subscription prices to any person, corporation, partnership, or other unincorporated association requesting the Newspaper and making the applicable payment;
 - (h) The Newspaper has complied with all the foregoing conditions for at least one year immediately preceding the date of the notice publication which is the subject of the Affidavit; and
 - (i) Between September 1 and December 31 of each year, the Newspaper publishes and submits to the secretary of state, along with a filing fee of \$25, a sworn United States Post Office periodical class statement of ownership and circulation.
2. The printed copy of the matter attached hereto (the "Notice") was cut from the columns of the Newspaper and was printed and published in the English language, on the following days and dates: Wednesday, June 28, 2006.
 3. Except as otherwise directed by a particular statute requiring publication of a public notice, the Notice was printed in a type face no smaller than six point with a lowercase alphabet of 90 point.
 4. The fees for publication are as follows:
 - (a) The maximum rate currently allowed by law for publication of a public notice in the Newspaper is \$4.75;
 - (b) The lowest classified rate currently paid by commercial users for comparable space in the Newspaper is \$8.59; and;
 - (c) The rate actually charged for publication of the Notice was \$2,949.75

Linda St Clair

Subscribed and sworn to before me
on July 3, 2006

Wilma L. Finn

Notary Public

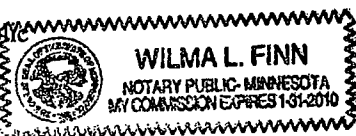


EXHIBIT F

AFFIDAVIT OF DISTRIBUTION

STATE OF TN)

COUNTY OF Shelby)

CITY OF Memphis)

I, Sucianne Stine, being duly sworn on oath now and during all times herein stated, have been the publisher and designated agent of the publication known as,

The Commercial Appeal ("Publication")

and have full knowledge of the facts herein stated as follows:

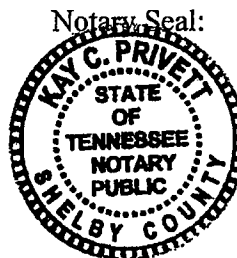
The ^{Ad}insert for Northwest Bank ^{Legal Notice}("Ad/Advertiser") with Insertion Order No. 947319901 was distributed to the Publication's full circulation on the 28th day of June, 2006

By: Sucianne Stine

Subscribed and sworn to before me
this 27th day of July, 2006

K. C. Privett
Notary Public

MY COMMISSION EXPIRES NOV. 30, 2008



LEGAL NOTICE

LEGAL NOTICE

NOTICE IS HEREBY GIVEN THAT THE UNDERSIGNED, JAMES H. HARRIS, JR., OF THE COUNTY OF ALBANY, STATE OF NEW YORK, HAS BEEN APPOINTED AS ADMINISTRATOR OF THE ESTATE OF JAMES H. HARRIS, JR., DECEASED, AND HAS QUALIFIED FOR SUCH OFFICE.

ALL CREDITORS OF SAID DECEASED ARE HEREBY NOTIFIED TO PRESENT THEIR CLAIMS TO SAID ADMINISTRATOR, WITHIN THE TIME AND MANNER PROVIDED BY LAW.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND SEAL OF OFFICE, THIS 15TH DAY OF JANUARY, 1997.

JAMES H. HARRIS, JR., ADMINISTRATOR

ALBANY, NEW YORK

[illegible]

THE UNIVERSITY OF CHICAGO PRESS

100

the 1990s, the number of people with a hearing aid increased from 1.5 million to 2.5 million in the United States, and from 1.5 million to 2.5 million in the United Kingdom. In the United States, the number of people with a hearing aid increased from 1.5 million to 2.5 million in the United States, and from 1.5 million to 2.5 million in the United Kingdom.

A vertical strip of a book cover, likely from a vintage edition. The cover features a dense, repeating geometric pattern, possibly a woven or knitted texture, in a dark color against a lighter background. The pattern consists of small, interlocking shapes that create a complex, textured appearance. The strip is narrow and shows the edge of the book's binding on the left.

THE ADWORTH OF

[illegible]

It is not a good idea to claim that you are a victim of a crime. If you are a victim of a crime, you should report it to the police. If you are a victim of a crime, you should report it to the police. If you are a victim of a crime, you should report it to the police.

THE UNIVERSITY OF CALIFORNIA, BERKELEY
 100 UNIVERSITY AVENUE
 BERKELEY, CA 94720-1380
 TEL: 415/495-1500
 FAX: 415/495-1501
 WWW: WWW.CAL.EDU

[illegible][illegible]

FUCCI, ZINZUS (BZ-2990)
Crescent M. Perich (PH 875)
Mittal A. Ganes (NH 435)
On-Ward Thermal Fence
New York Tech Corp 1023
Tel phone: (718) 291-6600.
Res phone: (718) 291-6666.

CADWALLADER WICKERMAN & TETLIP
and
MILK & BLENDING (ME-8871)
1201 S Street N.W., Suite 1103
Washington, DC 20004
Telephone (202) 682-2700
Business E (202) 682-2400

ATTORNEY FOR DEFENDANTS AND PROSECUTION

EXHIBIT G

PUBLICITAS NORTH AMERICA

*261 Madison Avenue, 7TH Floor
New York, NY 10016
Tel. (212) 599-5057 Fax (212) 599-8298*

July 6, 2006

***PORTE ADVERTISING
PAUL MESCHES
57 WEST 38TH STREET
NEW YORK, N.Y. 10018***

RE: BANKRUPTCY SERVICES

To whom it may concern:

*In our capacity as exclusive U.S. representative for the publication, **DE TELEGRAAF**, we confirm the insertion on **28 JUN 06** of an advertisement entitled **Re: NORTHWEST AIRLINES** on behalf of the above listed client.*

PUBLICITAS/NORTH AMERICA


*James Allen
Traffic Coordinator*

Chapter 11
Case No. 05-17930 (ALG)
Case No. 05-17925 (ALG)
Case No. 05-17938 (ALG)
Case No. 05-17940 (ALG)
Case No. 05-17944 (ALG)
Case No. 05-17933 (ALG)
Case No. 05-19287 (ALG)
Case No. 05-17948 (ALG)
Case No. 05-17949 (ALG)
Case No. 05-17950 (ALG)
Case No. 05-17952 (ALG)
Case No. 05-17953 (ALG)
Case No. 05-17955 (ALG)
Jointly Administered

7 b. (6) TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE ABOVE-CAPTIONED DEBTOR ENTITIES (which are listed in Paragraph

7. **WHO MUST FILE A PROOF OF CLAIM**
 You **MUST** file a proof of claim if you have a claim that arose on or prior to September 14, 2005 (the "Petition Date"), and it is not one of the types of claims set forth in section 2 below. Acts or omissions of the Debtors that arose on or before the Petition Date may give rise to claims against the Debtors notwithstanding that such claims may not have matured or become fixed or liquidated prior to the Petition Date.

such right is reduced to judgment, liquidated, fixed, contingent, matured, unmaturing, disputed, undisputed, legal, equitable, secured, or unsecured; or (3) right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmaturing, disputed, undisputed, secured or unsecured.

a. You have already properly filed, with the Clerk of the United States Bankruptcy Court for the Southern District of New York, a proof of claim against the Debtors utilizing a claim form which substantially conforms to the proof of claim form tailored for these cases or Official Form No. 10c.

c. You have a claim under sections 502, 507(a), 330(a), 331 or 364 of the Bankruptcy Code as an administrative expense of the Debtors' chapter 11 case;

d. Your claim has already been paid by the Debtors;

e. You are a current director, officer or employee of the Debtors. In the event that your claim against the Debtors is for indemnification,

g. You are a professional addressee retained in these chapter 11 cases has been approved by the Court;

1. You are a present or former employee of one of the Debtors whose employment is subject to the terms of a collective bargaining agreement (and, with respect to benefit claims, any spouse or beneficiary thereof) and labor unions representing such employees solely with respect to any claim based on the payment of wages, salaries, and benefits authorized to be paid by order of the court under the first, second, and benefit agreements entered into by the Debtors.

Claims, in which case you shall have until the later of (i) the Bar Date or (ii) 30 days from the date of written notice, to file a proof of claim. Notwithstanding the foregoing, either employees (present or former) or their labor unions must file claims relating to grievances prior to the Bar Date to the extent the grounds for such grievances arose on or prior to September 14, 2005, provided however that labor unions may file a claim itemizing such grievances on behalf of their respective members.

3. SPECIAL CLAIMS

For claims arising from rejection of executory contracts or unexpired leases pursuant to section 365 of the Bankruptcy Code, the last day to file a proof of claim is the later of (i) the Bar Date or (ii) the first business day that is at least thirty (30) calendar days after the entry of the order authorizing rejection.

For claims arising from the assessment of certain taxes as described in section 502(f) of the Bankruptcy Code, the last day to file a proof of claims is the later of (i) the Bar Date or (ii) the first business day that is at least thirty (30) calendar days after the date the order of judgment avoiding a transfer.

Pursuant to Bankruptcy Rule 3002(c)(1), the last date and time for filing proofs of claim by governmental units (as defined in section 101(27) of the Bankruptcy Code) is August 16, 2006 at 5:00 p.m. prevailing Eastern Time.

The Bar Date Order does not establish any deadline for the payment of administrative expenses arising under sections 503, 507(a)(1), 507(b), 509(d), 511 or 564 of the Bankruptcy Code.

claims of principal and interest under the bonds of any of the Debtor need not file a proof of claim; provided that the applicable indenture trustee under the applicable indenture agreement shall be required to file a proof of claim. To the extent that an indenture trustee or a bondholder asserts a claim arising out of or related to a debt instrument, other than a claim for repayment of principal and interest under such bonds, such party shall be required to file a proof of claim on or before the Bar Date.

amounts owing under or in respect of such loan or credit agreement (collectively, "Credit Agreement Claims") need not file a proof of claim with respect to such Credit Agreement Claims; provided, that such administrative Agent for, if there is no administrative Agent, an Agent designated for such purpose) shall be required to file a proof of claim in respect of all such Credit Agreement Claims. To the extent that any holder of a Credit Agreement Claim asserts against a Debtor a claim other than a Credit Agreement Claim, such holder shall be deemed to have waived its right to object to the filing of such claim by the Debtor.

prepetition loan-related documents (but shall promptly provide the same to counsel to the Debtors if requested to do so by such counsel) and (ii) file a single proof of claim covering the claims being asserted against all of the Debtors that such Agent asserts are liable thereon (rather than a separate proof of claim against each such Debtor), provided that such single proof of claim clearly identifies each such Debtor.

On August 16, 2006, at the following address (the "Northwest Claims Docketing Center"):

<p>BY FIRST CLASS MAIL</p> <p>United States Bankruptcy Court Southern District of New York</p>	<p>BY FIRST CLASS MAIL</p> <p>Office of the Clerk of the United States Bankruptcy Court</p>
---	--

Note that proofs of claim will be deemed timely filed only if **actually received** by the Northwest Claims Docketing Center on or before the Bar Date. Proofs of claim may not be delivered by facsimile or telecopy.

The filed proof of claim must indicate the Debtor(s) against which you assert your claim. If you assert the same claim against more than one of the above debtors, you must indicate the debtors against which you assert the claim.

YOU SHOULD ATTACH TO YOUR COMPLETED PROOF OF CLAIM FORM COPIES OF ANY WRITINGS UPON WHICH SUCH CLAIM IS BASED, EXCEPT WITH RESPECT TO CLAIMS OF THE TYPE SET FORTH IN SECTIONS 2 AND 3 ABOVE. ANY CREDITOR WHO FAILS TO PREPARE A PROOF OF CLAIM ON OR BEFORE AUGUST 16, 2006 FOR ANY CLAIM SUCH CREDITOR HOLDS OR WISHES TO ASSERT AGAINST THE

Any proof of claim previously properly filed with the Clerk of the Bankruptcy Court prior to the mailing of this notice shall be deemed to be and shall be treated as a properly filed claim subject to the right of the Debtors or any party in interest to object to the allowance thereof. No additional proof of claim is required.

6. **THE DEBTORS' SCHEDULES AND ACCESS THERETO**
You may be listed as the holder of a claim against the Debtors in the Debtors' Statements of Financial Affairs, Schedules of Assets and Liabilities and Schedules of Exemptory Contracts and Unexpired Leases (collectively, as may be amended, the "Debtors' Schedules"). If you wish to assert the treatment of your claim in the Debtors' Schedules, you must assert them on one of the following:

Bankruptcy Services LLC may be contacted at (866) 715-0768 for assistance if there are any questions concerning the filing or preparation of a record of sale.

7. DEBTOR NAME, CASE NUMBER & TRADE NAMES
Northwest Airlines Corporation ("NWA Corp.") - Case No. 05-17930; NWA Fuel Services Corporation ("NFS") - Case No. 05-17929; Northwest Airlines Holdings Corporation ("Holdings") - Case No. 05-17938; NWA Inc. ("NWA Inc.") - Case No. 05-17931; Northwest Airports, Inc.

Airlines Corp., Inc. ("Compass 1/2a Cargo") - Case No. 05-17849; NWA Retail Sales Inc. ("NWA Retail") - Case No. 05-17950; Montana Enterprises, Inc. ("Montana") - Case No. 05-17952; NW Red Baron LLC ("Red Baron") - Case No. 05-17953; Aircraft Foreign Sales, Inc. ("Foreign Sales") - Case No. 05-17955; NWA WorldClub, Inc. ("WorldClub") - Case No. 05-17956; NWA Aircraft Finance, Inc. ("Aircraft Finance") - Case No. 05-18287.

W. W. Winkler (NY 29907) Mark C. Eisenberg (ME 68227)

Telephone: (202) 862-2200
Facsimile: (202) 862-2400

© 2004 Blackwell Publishing Ltd *Journal of Internal Medicine* 255: 105–112

Mark C. Ellenberg (ME 6927)
1201 F Street N.W., Suite 1100
Washington, DC 20004
Telephone: (202) 862-2200
Facsimile: (202) 862-2400

144

EXHIBIT H

AFFIDAVITS

IN THE MATTER NORTHWEST AIRLINES CORPORATION
OF:

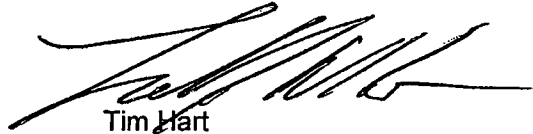
STATE OF NEW YORK: |

SS: |

COUNTY OF NEW YORK: |

I, Tim Hart, being duly sworn, hereby certify that (a) I am the Vice President - Financial Advertising of FT Publications, Inc., Publisher of the FINANCIAL TIMES, a daily newspaper general circulation in the City and County of New York, and (b) that the Notice of which the annexed is a copy was published in the said FINANCIAL TIMES in London, Frankfurt, Paris, Sweden and Madrid on the

28th day of June 2006



Tim Hart

VICE-PRESIDENT OF ADVERTISING -FINANCIAL ADVERTISING:

SWORN TO BEFORE ME THIS:

Hope Kaye

NOTARY PUBLIC

HOPE KAYE
Notary Public, State of New York
No. 31-4944197
Qualified in New York County
Commission Expires 11/10/2016

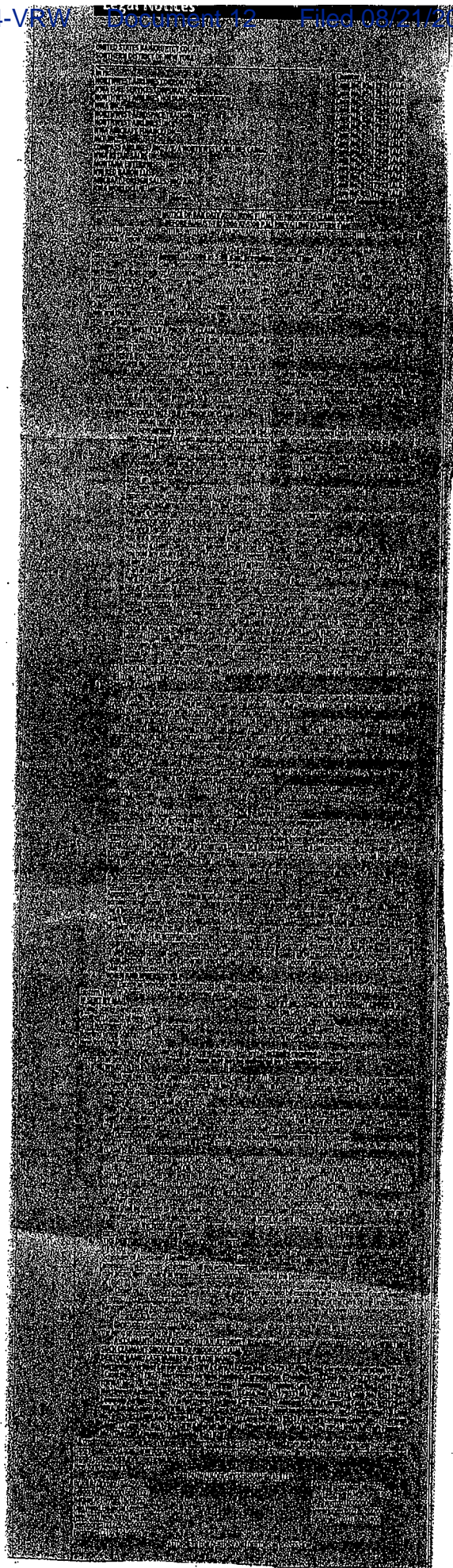


EXHIBIT I

INTERNATIONAL
Herald Tribune
PUBLISHED BY THE NEW YORK TIMES

229 WEST 43RD STREET, NEW YORK, NY 10036, USA
PHONE: (212) 556-7707 FAX: (212) 556-7706

DECLARATION OF PUBLICATION

NOTICE Northwest Airlines Corporation

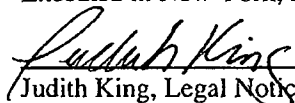
The undersigned says:

I am over the age of 18 years and a citizen of the United States.
I am not a party to and have no interest in this matter. I am a principal
of the International Herald Tribune, a newspaper published in Paris,
France and circulated in major cities in Europe, North Africa, the Middle
East, Far East and the Americas. The notice, a true copy of which is attached,
was published on the following date(s):

June 28, 2006

I declare under penalty that the forgoing is true and correct.

Executed in New York, N.Y. on June 28, 2006


Judith King, Legal Notice Manager

Sworn before me on this 28th day of June 2006 in the state of New York.


Notary Public

DEBORAH BESHAW
Notary Public, State of New York
No. 01BE5076617
Qualified in Kings County
Certificate on file in New York County
Commission Expires April 21, 2007

THE WORLD'S DAILY NEWSPAPER

EXHIBIT J

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:) Chapter 11
)
NORTHWEST AIRLINES) Case No. 05-17390 (ALG)
) *et al*
Debtors)

AFFIDAVIT OF PUBLICATION

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

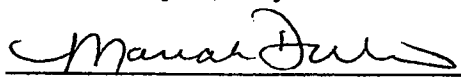
I, PAUL C. MESCHES, being duly sworn, depose and say that I am the Marketing Director of Porte Advertising, Inc., and that I arranged for the publication of the attached notice in *Ashai Shimbun* (Japanese Language) on June 29, 2006.

The foregoing statements are true and correct to the best of my knowledge, information and belief.


Paul C. Mesches

Sworn to me this

31st day of ~~July~~ ^{August} 2006.


Notary Public

MARIAN DUBIN
Notary Public, State of New York
No. 01DU6078302
Qualified in Nassau County
Commission Expires June 24, 20 10

NORTHWEST AIRLINES CORPORATION,
NWA FUEL SERVICES CORPORATION,
NORTHWEST AIRLINES HOLDINGS CORPORATION,
NWA INC.,
NORTHWEST AEROSPACE TRAINING CORP.,
NORTHWEST AIRLINES, INC.
NWA AIRCRAFT FINANCE, INC.
MTI INC.,
COMPASS AIRLINES, INC.
(NORTHWEST AIRLINES CARGO, INC.),
NWA METAL SALES INC.,
MONTANA ENTERPRISES, INC.,
NW RED BARON U.S.,
AIRCRAFT FOREIGN SALES, INC., & ITS
NWA WORLDCLUB, INC.

新嘉坡

[illegible]

1. 支払請求証明を申請すべき者

[illegible]

2. 支払請求証明を申請すべきではない者

この場合は、貸渡料を支払うべきである。

a. 本府内に所在する生産用農地、または、公営用農地10haに相当する耕作用農地を、既に2回以上の耕作に供した農地である。

b. 本府内で、二〇一九年耕地地区別農産物生産額の調査に、貸渡料に対する支払額が明記されている場合。

c. その所有が、貸渡主（門下至空欄）に委託されており、戦争中、不戦況に、未清算と判断されてきた。また、貸渡主に提供された土地に耕作放棄地の発生、および豊作元凶について論ずる意思はなく、さらに特定の賃借者に対して、賃に引き立てられている当該年の支払いは、その賃借者の前年と異なる結果を意味する場合。

[illegible][illegible]

3. 特殊需求

[illegible]

在甲請之

[illegible]

關して元

[illegible]

4. 申請の目的

米国の住所(以下)「グリーン」欄を記入する場合は必ず「グリーン」欄に記入し、その下に「グリーン」欄を記入する場合は必ず「グリーン」欄に記入する。

米国の住所

United States Bankruptcy Court
Southern District of New York
Attn: Northwest Airlines Claims Processing
Bowling Green Station, P.O. Box 5005
New York, New York 10214-5005

グリーン」欄には必ず記入してください

Office of the Clerk of the
United States Bankruptcy Court
Southern District of New York
Re: Northwest Airlines Claims Processing
One Bowling Green, New York, New York 10003

注意: 空欄に記入する場合は必ず「グリーン」欄に記入し、その下に「グリーン」欄に記入する場合は必ず「グリーン」欄に記入する。

[illegible]

6. 債務者取、アタセ入

[illegible]

(866) 715-0768

7. 附屬企業、被投資会社、支店等
Northwest Airlines Corporation (「NWA Corp.」) 証券番号05-17930、NWA Fuel S. Corporation (「NFS」) 証券番号05-17921、Northwest Airlines Holdings Company (「Holdings Co.」) 証券番号05-17938、NWA Inc. (「NWA Inc.」) 証券番号05-17940、West Aerospace Training Corp. (「WATCO」) 証券番号05-17964、Northwest Airline (「Northwest Airlines」)、Class No. 05-17933、MILITEC (「MILITEC」) 証券番号05-17941、Compagnie Aérienne, Inc. et Northwest Airlines Canada, Inc. (「Compagnie Air Canada」) 証券番号05-17942

Enterprises, Inc.

※発行元 US\$1,955; Auzent Foreign Sales, Inc. (Foreign Sales) 発行元号 05-17955; NMA Worldcup, Inc. (Worldcup) 発行元号 05-17955; NMA Auzent FC 発行元号 05-17955; 発行元住所 東京都港区新橋2-1-10 新橋ビルディング2F

CADWALADER, WICKERSHAM & TAFT LLP
- RST -
Bruce R. Zirinsky (82-2990),
Gregory M. Petrick (8P 2175),
Richard A. Haynes (NH 4955)
and World Financial Center
New York, New York 10281
Telephone: (212) 504-6000
Facsimile: (212) 504-6666

EXHIBIT K

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:)	Chapter 11
)	
NORTHWEST AIRLINES)	Case No. 05-17390 (ALG)
)	<i>et al</i>
Debtors)	

AFFIDAVIT OF PUBLICATION

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

I, PAUL C. MESCHES, being duly sworn, depose and say that I am the Marketing Director of Porte Advertising, Inc., and that I arranged for the publication of the attached notice in *Ashai Shimbun* (English Language) on July 3, 2006.

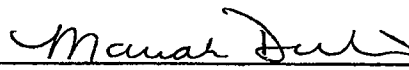
The foregoing statements are true and correct to the best of my knowledge, information and belief.



Paul C. Mesches

Sworn to me this

31st ^{August} day of ~~July~~ 2006.



Notary Public

MARIAH DUBIN
Notary Public, State of New York
No. 01DU6076302
Qualified in Nassau County
Commission Expires June 24, 2010

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:
NORTHWEST AIRLINES CORPORATION,
NWA FUEL SERVICES CORPORATION,
NORTHWEST AIRLINES HOLDINGS CORPORATION,
NWA INC.,
NORTHWEST AEROSPACE TRAINING CORP.,
NORTHWEST AIRLINES, INC.,
NWA AIRCRAFT FINANCE, INC.,
MLT INC.,
COMPASS AIRLINES, INC. f/k/a NORTHWEST AIRLINES CARGO, INC.,
NWA RETAIL SALES INC.,
MONTANA ENTERPRISES, INC.,
NW RED BARON LLC,
AIRCRAFT FOREIGN SALES, INC. AND
NWA WORLDCLUB, INC.,
Debtors.

Chapter 11
Case No. 05-17930 (ALG)
Case No. 05-17925 (ALG)
Case No. 05-17938 (ALG)
Case No. 05-17940 (ALG)
Case No. 05-17944 (ALG)
Case No. 05-17933 (ALG)
Case No. 05-19287 (ALG)
Case No. 05-17949 (ALG)
Case No. 05-17950 (ALG)
Case No. 05-17952 (ALG)
Case No. 05-17953 (ALG)
Case No. 05-17955 (ALG)
Case No. 05-17956 (ALG)
Jointly Administered

NOTICE OF BAR DATE REQUIRING FILING OF PROOFS OF CLAIM ON OR
BEFORE AUGUST 16, 2006 AT 5:00 P.M. PREVAILING EASTERN TIME

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF THE ABOVE-CAPTIONED DEBTOR ENTITIES (which are listed in Paragraph 7 below):

PLEASE TAKE NOTICE THAT on May 19, 2006, the Court entered an order (as amended by order dated May 22, 2006, the "Bar Date Order") establishing August 16, 2006 at 5:00 p.m. prevailing Eastern Time (the "Bar Date"), as the last date and time for the filing of proofs of claim against Northwest Airlines Corporation ("NWA Corp."), NWA Fuel Services Corporation ("NFS"), Northwest Airlines Holdings Corporation ("Holdings"), NWA Inc. ("NWA Inc."), Northwest Aerospace Training Corp. ("NATCO"), Northwest Airlines, Inc. ("Northwest Airlines"), NWA Aircraft Finance, Inc. ("Aircraft Finance"), MLT Inc. ("MLT"), Compass Airlines, Inc. f/k/a Northwest Airlines Cargo, Inc. ("Compass f/k/a Cargo"), NWA Retail Sales Inc. ("NWA Retail"), Montana Enterprises, Inc. ("Montana"), NW Red Baron LLC ("Red Baron"), Aircraft Foreign Sales, Inc. ("Foreign Sales") and NWA WorldClub, Inc. ("WorldClub") (collectively, the "Debtors"). A list of the Debtors, including their current or former trade names, is set forth below. The Bar Date and the procedures set forth below for the filing of proofs of claim apply to all claims against the Debtors that arose on or prior to September 14, 2005.

1. WHO MUST FILE A PROOF OF CLAIM

You MUST file a proof of claim if you have a claim that arose on or prior to September 14, 2005 (the "Petition Date"), and it is not one of the types of claims set forth in section 2 below. Acts or omissions of the Debtors that arose on or before the Petition Date may give rise to claims against the Debtors notwithstanding that such claims may not have matured or become fixed or liquidated prior to such date.

Under section 101(5) of the Bankruptcy Code and as used herein, the word "claim" means: (a) right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

2. WHO SHOULD NOT FILE A PROOF OF CLAIM

- You should not file a proof of claim if:
- You have already properly filed, with the Clerk of the United States Bankruptcy Court for the Southern District of New York, a proof of claim against the Debtors utilizing a claim form which substantially conforms to the proof of claim form tailored for these cases or Official Form No. 10;
 - Your claim is listed on the Debtors' Schedules (as defined below), is not described as "disputed," "contingent," or "unliquidated," and you do not dispute the amount, nature and priority of your claim as set forth in the Debtors' Schedules and you do not dispute that your claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;
 - You have a claim under sections 503, 507(a), 330(a), 331 or 364 of the Bankruptcy Code as an administrative expense of the Debtors, chapter 11 cases;
 - Your claim has already been paid by the Debtors;
 - You are a current director, officer or employee of the Debtors, to the extent that your claim against the Debtors is for indemnification, contribution, subrogation or reimbursement;
 - You are a Debtor in these cases and you have a claim against another Debtor;
 - You are a professional whose retention in these chapter 11 cases has been approved by the Court;
 - You hold a claim that has been allowed by an order of the Court entered on or before the Bar Date;
 - You hold any equity securities of the Debtors. However, any equity security holder asserting any rights as a creditor of any of the Debtors' estates, including a claim arising from rescission of a purchase or sale of a security of a Debtor or an affiliate of a Debtor or for damages arising from the purchase or sale of such a security, shall be required to file a proof of claim against the Debtors' estates on or before the Bar Date; or
 - You are a present or former employee of one of the Debtors whose employment is subject to the terms of a collective bargaining agreement (and, with respect to benefit claims, any spouse or beneficiary thereof) and labor unions representing such employees solely with respect to any claim based on the payment of wages, salaries, and benefits authorized to be paid by order of the Court under the first day wage and benefit order approved by the Court on September 15, 2005. You need not file a claim for such amounts, unless the Debtors have provided written notice to you and your union that they do not intend to pay such claims, in which case you shall have until the later of (i) the Bar Date or (ii) 30 days from the date of written notice, to file a Proof of Claim. Notwithstanding the foregoing, either employees (present or former) or their labor unions must file claims relating to grievances prior to the Bar Date to the extent the grounds for such grievances arose on or prior to September 14, 2005, provided however that labor unions may file a claim itemizing such grievances on behalf of their respective members.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTORS, OR IF THE CLAIM YOU HELD ON THE PETITION DATE HAS BEEN PAID.

3. SPECIAL CLAIMS

For claims arising from rejection of executory contracts or unexpired leases pursuant to section 365 of the Bankruptcy Code, the last day to file a proof of claim is the later of (i) the Bar Date or (ii) the first business day that is at least thirty (30) calendar days after the entry of the order authorizing rejection.

For claims arising from recovery by the Debtor(s) of estate property transferred to you by the Debtor(s) on or prior to the Petition Date as a voidable transfer, the last day to file a proof of claim is the later of (i) the Bar Date or (ii) the first business day that is at least thirty (30) calendar days after entry of an order or judgment avoiding a transfer.

For claims arising from the assessment of certain taxes as described in section 502(d) of the Bankruptcy Code, the last day to file a proof of claim is the later of (i) the Bar Date or (ii) the first business day that is at least thirty (30) calendar days after the date the relevant tax claim arises.

For claims asserted by a co-debtor, surety or guarantor that may be filed under section 501(b) of the Bankruptcy Code, the last day to file a proof of claim is September 15, 2006.

Pursuant to Bankruptcy Rule 3002(c)(1), the last date and time for filing proofs of claim by governmental units (as defined in section 101(27) of the Bankruptcy Code) is August 16, 2006 at 5:00 p.m. prevailing Eastern Time.

The Bar Date Order does not establish any deadline for the payment of administrative expenses arising under sections 503, 507(a)(1), 507(b), 330(a), 331 or 364 of the Bankruptcy Code.

Where there is an indenture trustee under an applicable indenture agreement, entities whose claims are limited exclusively to claims of principal and interest under the bonds of any of the Debtors need not file a proof of claim; provided that the applicable indenture trustee under the applicable indenture agreement shall be required to file a proof of claim, to the extent that an indenture trustee or a bondholder asserts a claim arising out of or related to a debt instrument, other than a claim for repayment of principal and interest under such bonds, such party shall be required to file a proof of claim on or before the Bar Date.

Where there exists one or more agents ("Agents") under a loan or credit agreement in respect of which any Debtor is a borrower, guarantor or otherwise contractually liable, entities holding claims in respect of principal, interest, fees, expenses and other amounts owing under or in respect of such loan or credit agreement (collectively, "Credit Agreement Claims") need not file a proof of claim with respect to such Credit Agreement Claims; provided, that such administrative Agent (or, if there is no administrative Agent, an Agent designated for such purpose) shall be required to file a proof of claim in respect of all such Credit Agreement Claims. To the extent that any holder of a Credit Agreement Claim asserts against a Debtor a claim other than a Credit Agreement Claim, such holder shall be required to file a proof of claim on or before the Bar Date in respect of such other claim. Any Agent may, with respect to the proof or proofs of claim filed by it in accordance with the foregoing, (i) omit the attachment of copies of any prepetition loan-related documents (but shall promptly provide the same to counsel to the Debtors if requested to do so by such counsel) and (ii) file a single proof of claim covering the claims being asserted against all of the Debtors that such Agent asserts are liable thereon (rather than a separate proof of claim against each such Debtor), provided that such single proof of claim clearly identifies each such Debtor.

4. WHEN AND WHERE TO FILE

Except as provided for herein, proofs of claim must be filed so as to be received on or before 5:00 p.m., prevailing Eastern Time, on August 16, 2006, at the following address (the "Northwest Claims Docketing Center"):

IF SENT BY MAIL
United States Bankruptcy Court
Southern District of New York
Attn: Northwest Airlines Claims Processing
Bowling Green Station, P.O. Box 5005
New York, New York 10274-5005

IF SENT BY MESSENGER OR OVERNIGHT COURIER

Office of the Clerk of the
United States Bankruptcy Court
Southern District of New York
Re: Northwest Airlines Claims Processing
One Bowling Green, New York, New York 10004

Note that proofs of claim will be deemed timely filed only if actually received by the Northwest Claims Docketing Center on or before the Bar Date. Proofs of claim may not be delivered by facsimile or telecopy.

5. WHAT TO FILE

If you file a proof of claim, your filed proof of claim must (i) be written in the English language, (ii) be denominated in lawful currency of the United States as of the Petition Date, (iii) conform substantially with the proof of claim form tailored for these cases or Official Form No. 10; and (iv) be executed by the individual to whom service of any papers relating to such claim shall be directed.

The filed proof of claim must indicate the Debtor(s) against which you assert your claim. If you assert the same claim against more than one of the above-captioned debtors, you should file a separate proof of claim against each of the Debtors against which such claims are asserted. Additionally, if you assert different claims, based on different facts and circumstances, against different Debtors, you should also complete separate proofs of claim.

YOU SHOULD ATTACH TO YOUR COMPLETED PROOF OF CLAIM FORM COPIES OF ANY WRITINGS UPON WHICH SUCH CLAIM IS BASED.

EXCEPT WITH RESPECT TO CLAIMS OF THE TYPE SET FORTH IN SECTIONS 2 AND 3 ABOVE, ANY CREDITOR WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE AUGUST 16, 2006 FOR ANY CLAIM SUCH CREDITOR HOLDS OR WISHES TO ASSERT AGAINST THE DEBTORS WILL BE BARRED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS, AND SUCH HOLDER SHALL NOT BE PERMITTED TO VOTE ON ANY CHAPTER 11 PLAN OR PARTICIPATE IN ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM, OR TO RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM.

Any proof of claim previously properly filed with the Clerk of the Bankruptcy Court prior to the mailing of this notice shall be deemed to be and shall be treated as a properly filed claim subject to the right of the Debtors or any party in interest to object to the allowance thereof. No additional proof of claim is required.

A copy of the proof of claim form tailored for these cases can be obtained on-line from www.nwa-restructuring.com, Northwest's restructuring website.

6. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed as the holder of a claim against the Debtors in the Debtors' Statements of Financial Affairs, Schedules of Assets and Liabilities and Schedules of Executory Contracts and Unexpired Leases (collectively, as may be amended, the "Debtors' Schedules"). If you wish to ascertain the treatment of your claim in the Debtors' Schedules, you may access them on-line at www.nwa-restructuring.com or contact the Debtors' claims agent, Bankruptcy Services LLC at (866) 715-0768.

Copies of the Debtors' Schedules and the Bar Date Order may also be examined at the Bankruptcy Court's website at <http://ecf.usbdcourts.gov/> (for those with a valid PACER account) or at the Office of the Clerk of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York, Monday through Friday, from 9:00 a.m. to 4:30 p.m.

Bankruptcy Services LLC may be contacted at (866) 715-0768 for assistance if there are any questions concerning the filing or processing of a proof of claim.

A CLAIMANT SHOULD CONSULT AN ATTORNEY REGARDING ANY OTHER INQUIRIES, SUCH AS WHETHER SUCH CLAIMANT SHOULD FILE A PROOF OF CLAIM.

7. DEBTOR NAME, CASE NUMBER & TRADE NAMES

Northwest Airlines Corporation ("NWA Corp.") - Case No. 05-17930; NWA Fuel Services Corporation ("NFS") - Case No. 05-17925; Northwest Airlines Holdings Corporation ("Holdings") - Case No. 05-17938; NWA Inc. ("NWA Inc.") - Case No. 05-17940; Northwest Aerospace Training Corp. ("NATCO") - Case No. 05-17944; Northwest Airlines, Inc. ("Northwest Airlines") - Case No. 05-17933; MLT Inc. ("MLT") - Case No. 05-17948; Compass Airlines, Inc. f/k/a Northwest Airlines Cargo, Inc. ("Compass f/k/a Cargo") - Case No. 05-17949; NWA Retail Sales Inc. ("NWA Retail") - Case No. 05-17950; Montana Enterprises, Inc. ("Montana") - Case No. 05-17952; NW Red Baron LLC ("Red Baron") - Case No. 05-17953; Aircraft Foreign Sales, Inc. ("Foreign Sales") - Case No. 05-17955; NWA WorldClub, Inc. ("WorldClub") - Case No. 05-17956; NWA Aircraft Finance, Inc. ("Aircraft Finance") - Case No. 05-19287.

All creditors and other parties in interest are referred to the text of the Bar Date Order itself and to the Bankruptcy Code, Bankruptcy Rules and Local Bankruptcy Rules for additional information regarding the filing and treatment of proofs of claim and should consult with their own legal advisors.

New York, New York June 27, 2006

CADWALADER, WICKERSHAM & TAFT LLP

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New York, New York 10281
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Mark C. Ellenberg (ME 6927)

1201 F Street N.W., Suite 1100
Washington, DC 20004
Telephone: (202) 862-2200
Facsimile: (202) 862-2400

ATTORNEYS FOR DEBTORS AND DEBTORS IN POSSESSION